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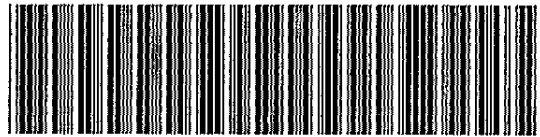
(Business Entity Name)

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APPROVED
AND
FILED
05 FEB 28 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: CENTRAL FLORIDA COMPASSION FOR FRIENDS INC.
1385 HOLLY GLEN RUN
APOPKA, FL. 32703

Dear Department of State:

I am enclosing an original and one copy of the Articles of Incorporation for the above-proposed corporation. [I reserved the above corporation name with your office pursuant to reservation
_____, Dated February 23, 2005.

Also enclosed is a check/ money order in the amount of \$87.50 in payment of the following fees

Filing Fee	NIL
Certified copy fee	52.50
Registered Agent fee	35.00
Charter Tax	_____
TOTAL	\$87.50

Please file the original articles and return the certified copy to me at:
1385 Holly Glen Run Apopka, Florida 32703.

Sincerely,

Edith Gumbs Incorporator
Edith Gumbs

APPROVED
AND
FILED

05 FEB 28 AM 8:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE OF INCORPORATION
OF
CENTRAL FLORIDA COMPASSION FOR FRIENDS INC.**

The UNDERSIGNED, natural persons of legal age acting as incorporators of a not-for-profit corporation under Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such applicable corporation.

ARTICLE I- NAME

The name of this corporation is CENTRAL FLORIDA COMPASSION FOR FRIENDS INC.

ARTICLE II- DURATION

The period of its duration is perpetual.

ARTICLE III- NATURE OF BUSINESS

The purpose(s) for which this corporation is organized are: "To provide resources and incentives to devise long term comprehensive strategies for meeting the housing needs of low income persons with acquired immunodeficiency syndrome or related diseases(hereinafter referred to as "AIDS") throughout the EMSA ; and also to provide housing for the sick including people with HIV and the homeless.

ARTICLE IV- MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are qualified, elected or appointed is as follows:

Each year at its General Annual Meeting, the members of the corporation shall elect a board of directors to serve for the ensuing year as provided for in the by-laws.

ARTICLE V- REGULATION OF INTERNAL AFFAIRS

ARTICLE VII- BOARD OF DIRECTORS

Section I.

This corporation shall be operated and governed by a Board of Directors. The by-laws may provide another name for the Board of Directors, and otherwise provide for the extent and limit of their powers, duties and privileges, and, futher, shall provide the manner of appointment, qualification or election and other matters relating thereto, subject to restrictions herein, including:

- a. The number of directors may be provided for in the by-laws but shall at times not be less than FIVE (5);
- b. The Board of Directors have power to make, alter, or rescind all such by-laws and regulations to rule the business of the corporations as will not be inconsistent with these Articles, or of the laws of the State of Florida. All changes must be ratified by two thirds (2/3) of the membership of the corporation.

Section 2:

Directors: The name and address of those directors who shall serve until the first annual meeting or as otherwise provided in the by-laws and who shall also comprise the membership of the corporation are as follows:

NAME	ADDRESS
EDITH GUMBS PRESIDENT	1385 HOLLY GLEN RUN APOPKA, FLORIDA 32703
TAKEEMA C GUMBS VICE PRESIDENT	1385 HOLLY GLEN RUN APOPKA, FLORIDA 32703
CEDRIC A GUMBS SECRETARY	1385 HOLLY GLEN RUN APOPKA, FLORIDA 32703

ARTICLE V- REGULATION OF INTERNAL AFFAIRS

The Internal Affairs of the corporation are governed by the "BY-LAWS" which shall be established and approved by a majority of the directors at the first meeting of the board of directors.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501©(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI- LIMITATION CORPORATE POWERS

The corporate power of this corporation is as provided in section 617.0302, Florida Statutes. There are no provisions limiting the powers of the corporation except as prohibited by section 617.0833

ARTICLE VII- REGISTERED OFFICE, AGENT AND MAILING ADDRESS

The address of the initial registered office of corporation is 1385 HOLLY GLEN RUN, AOPKA, FL 32703 and its initial Registered Resident Agent at such address is **EDITH GUMBS**

ARTICLE VIII- INCORPORATORS

WE, THE UNDERSIGNED, for the purpose of forming a not-for-profit corporation under the Laws of the State of Florida do make, file, and record this certificate, and do certify that the facts herein stated are true; and we have accordingly hereunto set our hand this 23rd day of February 2004⁵

Signature of Incorporator:


EDITH GUMBS

Signed:

Edith Gumbs
Registered Agent

February 23, 2005
Date

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Orange, Florida on this 23 day of FEBRUARY 2005.

Signed:

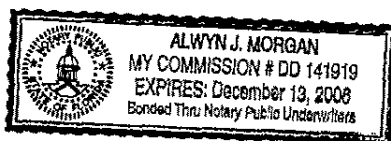
Edith Gumbs
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared EDITH GUMBS who did take an oath, and or who to me ✓ personally known and/or ID# to be the person described in and who subscribed to the above a Article of Incorporation, and he/ she did freely and voluntarily acknowledge before me according to law that he/she made and subscribed to the same for the uses and purposes then mentioned and set forth.

IN WITNESS WEREOF, I have here unto set my hand and official seal at Orange, Florida in said state and county, this 23rd DAY OF FEB 2005.

Alwyn J. Morgan
Notary Public



APPROVED
AND
FILED

05 FEB 28 AM 8:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has made and subscribed to these
Articles Of Incorporation at Orange County, Florida on the 23rd, day of FEBRUARY, 2005

Signed: Edith Gumbs

EDITH GUMBS

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/ REGISTERED
OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER
THE LAWS OF THE STATES OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED
AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is:
CENTRAL FLORIDA COMPASSION FOR FRIENDS INC.
2. The name and address of the registered agent and office is:
EDITH GUMBS
1385 HOLLY GLEN RUN
APOPKA, FL 32703

Having been named as registered agent and to accept service of process for the
above stated corporation at the place designated in this certificate, I hereby accept
the appointment as registered agent and agree to act in this capacity. I further agree
to comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.