

To: FL Dept. of State
Subject: 001197 47327

From: Katie [unclear]

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NO 6000001040

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FLORIDA PROFIT/NON PROFIT CORPORATION

OPPORTUNITY FLORIDA LAND TRUST, INC.

Certificate of Status	0
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J. Shivers FEB 01 2006

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Articles of Incorporation

THE UNDERSIGNED, Incorporator of Opportunity Florida Community Land Trust Corporation, a not-for-profit corporation, does hereby file these Articles of Incorporation under the laws of the State of Florida.

ARTICLE I – NAME

The name of the corporation shall be Opportunity Florida Community Land Trust, Corporation.

ARTICLE II – PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be P.O. Box 60, Chipley, Florida, 32428.

ARTICLE III – PURPOSES

This non-profit corporation is organized for charitable and educational purposes and to establish and maintain housing for low and moderate income families within the meaning of Section 501 (c) (3) of the Internal Revenue Code (or the corresponding portions of any future United States Internal Revenue Code), including, to the extent permitted by said Section 501 (c) (3), the redevelopment, promotion, upgrading, and rehabilitation of the cultural, historical, social, physical and economic aspects of the eight county region including: Calhoun, Franklin, Gadsden, Gulf, Holmes, Jackson, Liberty and Washington Counties, Florida and its environs. For said purpose the corporation may:

1. Acquire, construct, rehabilitate, and provide housing and related facilities without regard to race, color, creed, sex or national origin;
2. Acquire, improve and operate any real or personal property or interest or rights therein or appurtenant hereto;
3. Sell, convey, assign, mortgage, or lease any real or personal property;
4. Borrow money and execute such evidence of indebtedness and such contracts, agreements and instruments as may be necessary, and execute and deliver any mortgage, deed of trust, assignment of income, or other security instrument in connection therewith;
5. Do all things necessary and appropriate for carrying out and exercising the foregoing purposes and powers;
6. Provide education, community service, and support for cooperative development throughout the community;

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7. Acquire property to preserve open space; and
8. Acquire property to assist low and moderate income persons to obtain housing.

The enumeration above of a specific power shall not be construed as limiting or restricting in any manner either the meaning or the general terms used in any of these clauses or the scope of the general powers of the corporation created by

them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

This corporation is and shall remain a corporation not-for-profit. The corporation shall not have nor issue shares of stock. No dividends shall be paid, and no part of net earnings of the corporation shall inure to the benefit of its members, directors, or officers, or to the benefit of any private individual.

ARTICLE IV – MEMBERS

Any member interested in furthering the purposes of the corporation may become a member upon signing and delivering to the Secretary of the corporation a membership application form and meeting such uniform residency and other conditions as prescribed, from time-to-time, in the Bylaws of the corporation and by the Board of Directors.

ARTICLE V – TERM OF EXISTENCE

The corporation shall exist perpetually.

ARTICLE VI – BOARD OF DIRECTORS AND OFFICERS

The number of members of the board of directors and the manner of their election or appointment shall be established by the Bylaws of the corporation; but the number shall never be less than three (3). The qualifications for same shall likewise be as established in the Bylaws of the corporation. The business, property and affairs of the corporation are to be managed by the board of directors, the officers of which shall be President, Vice President, a Secretary, a Treasurer, and such other officers as may be provided by the Bylaws, or as may from time-to-time be elected

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or appointed. The aforementioned officers shall be elected each year by the Board of Directors at its annual meeting, all as prescribed in the Bylaws of the corporation. The names and street addresses of the persons who are to serve as the initial board of directors and as officers of the corporation are as follows:

President:	Gary Clark
Address	P.O. Box 127
City, State, Zip	Graceville, FL 32440-0127

Vice President Name	Johnny Eubanks
Address	P.O. Box 454
City, State, Zip	Bristol, FL 32321

Treasurer Name	Vicki Montfort
Address	20118 Central Avenue West
City, State, Zip	Blountstown, FL 32424

Secretary Name	Byron Ward
Address	4627 Meadowview Rd
City, State, Zip	Marianna, FL 32446

ARTICLE VII – BYLAWS

The board of directors may provide such Bylaws for the conduct of business and the carrying out of its purposes as it may deem necessary. The Bylaws may be repealed or amended, and new Bylaws adopted, by the board of directors or by the membership.

ARTICLE VIII – AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by the board of directors or by the membership. These Articles of Incorporation may be amended by a two-thirds vote of the Directors present at any regular or special meeting, a majority being assembled, upon seven (7) days written notice of such meeting setting forth in detail the proposed amendment.

ARTICLE IX – REGISTERED AGENT AND INCORPORATOR

The individual who shall serve as the incorporator and registered agent of this corporation, and the address at which the registered office of the corporation shall be located is: Bo Rivard, 101 Harrison Avenue, Panama City, Florida 32401.

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ARTICLE X – DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation. In the event of the dissolution, the residual assets of the corporation shall be turned over to one or more organizations which themselves are tax exempt as organizations described in Section 501 (c) (3) of the Internal Revenue Code, or corresponding sections of any future Internal Revenue Code, or to the federal, state or local government for exclusive public purposes, and none of the assets will be distributed to any member, director, or officer or trustee of this corporation.

ARTICLE XI – CORPORATE POWERS

The corporation shall have and may exercise such powers as are vested in corporations not-for-profit under the laws of the State of Florida.

ARTICLE XII – RESTRICTIONS

In the event that this corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code of 1954, the corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under Section 4942 or Section 4944 of the Internal Revenue Code, and shall not make any taxable expenditure as defined in Section 4945 of the Internal Revenue Code.

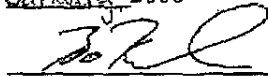
ARTICLE XIII – INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements incurred in connection with the defense or settlement of such action, suit or proceeding that such director or officer is liable for negligence or misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer (or such heirs, executors, or administrators) may be entitled apart from this Article.

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IN WITNESS WHEREOF, the undersigned, being the person named above as the
Incorporator, has executed these Articles of Incorporation this 26th day of
JANUARY, 2006



Bo Rivard, Incorporator

STATE OF FLORIDA
COUNTY OF BAY
SS: ACKNOWLEDGMENT

On JANUARY 26, 2006, before me the undersigned, a Notary
Public in and for said County and State, personally appeared: Bo Rivard - known to be
the person whose name is subscribed to the within instrument, and acknowledged to me
that he executed the same for the purpose therein stated.

Witness my hand and official seal:

My commission expires: 11/15/2009




Notary Public

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