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Division of Corporations
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TALLAHASSEE, FLORIDA**FLORIDA PROFIT/NON PROFIT CORPORATION**

CD II Enterprises, Inc.

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ARTICLES OF INCORPORATION
OF
CD II ENTERPRISES, INC.

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TALLAHASSEE, FLORIDA

I, the undersigned, do hereby join and associate ourselves together for the purpose of creating and becoming a Corporation, non-profit in nature and purpose, in accordance with the laws of the State of Florida, and do jointly and severally subscribe to these Articles of Incorporation.

ARTICLE I

NAME, ADDRESS AND INITIAL REGISTERED AGENT AND OFFICE

The name of this Corporation shall be CD II ENTERPRISES, INC. The address of the Corporation's principal place of business is 7120 49th Place East, Suite 7, Palmetto, FL 34221, and its mailing address is 7120 49th Place East, Suite 7, Palmetto, FL 34221. The initial registered agent is Jeffrey S. Goethe, Esquire, and the street address of its initial registered office is 3119 Manatee Ave. W, Bradenton, FL 34205.

ARTICLE II

OBJECTIVES AND PURPOSES

The general objectives and purposes of this Corporation shall be charitable and shall include the following objectives and purposes:

1. To develop affordable and decent home ownership for persons who are at a disadvantage in negotiating for favorable credit terms, including, low and moderate income members of the community; and
2. To develop affordable home ownership in Manatee County, Florida through the use of government grants and other assistance based upon financial need; and
3. To work with other non-profit organizations that promote affordable home ownership for those in need; and
4. To seek substantial support from grants, governmental units and/or contributions from the general public; and
5. To do all acts and things necessary, convenient or expedient to carry on the above-mentioned purposes.
6. To engage in all other activities not prohibited by the Laws of Florida and to have all other powers given not-for-profit corporations under the Laws of Florida.

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7. Notwithstanding the foregoing, the purposes of the corporation shall limited to exempt purposes, with all of the Organization's assets dedicated to exempt purposes, as defined under Section 501(c)(3) of the Internal Revenue Code, including, but not limited to the following limitations. The Corporation:

- a. Must refrain from participating in the political campaigns of candidates for local, state, or federal office;
- b. Must ensure that its assets and earnings do not unjustly enrich board members, officers, key management employees, or other insiders;
- c. Must not further non-exempt purposes (such as purposes that benefit private interests) more than insubstantially;
- d. Must not operate for the primary purpose of conducting a trade or business that is not related to its exempt purposes;
- e. Must not engage in activities that are illegal or violate fundamental public policy;
- f. Must restrict its legislative actives.

ARTICLE III

QUALIFICATIONS OF MEMBERS

The qualification of members and manner of admission to membership of the Corporation shall be as regulated by the Bylaws.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Organization shall have perpetual existence.

ARTICLE V

NAMES AND ADDRESS OF INCORPORATORS

KELVIN D. FOSTER
7120 49th Place East, Suite 7
Palmetto, FL 34221

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ARTICLE VI

DIRECTORS OF THE ORGANIZATION

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of at least three (3) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws.

ARTICLE VII

NAMES AND ADDRESSES OF INITIAL BOARD OF DIRECTORS

KELVIN D. FOSTER	7120 49th Place East, Suite 7, Palmetto, FL 34221
STACEY FOSTER	628 Pingree, Detroit, MI 48202
ANTHONY FOSTER	912 32nd Street East, Palmetto, FL 34221
LISA JOHANNON	739 Taylor Street, Detroit, MI 48202

ARTICLE VIII

INDEMNITY

To the fullest extent permitted by Chapters 607 and 617 of the Florida Statutes (hereinafter referred to as the "statutes"), as the same may be from time to time amended, but subject to all restrictions set forth therein, the Corporation shall indemnify, hold harmless, and advance expenses to, as defined in the statutes, any person, his or her heirs, personal representative, executor, administrator or guardian who was or is a party to any proceeding, as defined in the statutes, by reason of the fact that he or she is or was a director or officer of the Corporation, against liability as defined in the statutes, expenses as defined in the statutes and amounts paid in settlement incurred in connection with such proceeding, including any appeal thereof. This indemnification article shall specifically not apply to persons or entities who are or were employees or agents of the Corporation, but who are not or were not directors or officers of the Corporation.

ARTICLE IX

INCOME DISTRIBUTION AND DEDICATION OF ASSETS

The Corporation is a not-for-profit corporation. No part of the profit, income or assets of this Corporation shall be distributed to its members, directors or officers, except as compensation

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for services rendered, as allowed by Florida law.

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE X

AMENDMENT OF THE ARTICLES

These Articles may be altered, amended or repealed in whole or in part by a two-thirds vote of all of the Directors, provided that any such changes shall be consistent with the laws of Florida which define, limit or regulate the powers of the Corporation or the Directors of the Corporation. An Amendment, upon its approval by the Secretary of State of Florida, filing in the office of the said Secretary of State, and payment of all required filing fees, shall be come and be taken as part of these Articles of Incorporation.


KELVIN D. FOSTER, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION OF REGISTERED AGENT

I hereby accept the designation as Registered Agent of the above-named Corporation, and I am familiar with and accept the obligations of the position.


Jeffrey S. Goethe, Esquire 2/20/06

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