

N07000011493

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



PICK-UP



WAIT



MAIL

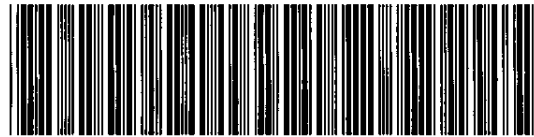
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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2007 NOV 29 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch NOV 30 2007

Williams, Gautier, Gwynn & DeLoach, P.A.

Requestor's Name

Post Office Box 4128

Address

Tallahassee, FL 32315 850-386-3300

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. GIBB Cario Village, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

FILED

2007 NOV 29 PM 4: 10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GIBB CAIRO VILLAGE INC.**

This is to certify that we, the undersigned, all being of full legal age, do hereby associate ourselves for the purpose of forming a non-profit corporation under and by virtue of the laws of the State of Florida and further certify that:

ARTICLE I

(a) The name of the corporation is **GIBB Cairo Village, Inc.**, hereinafter referred to as the "Corporation."

(b) The existence of the Corporation will be perpetual.

(c) The principal office of the Corporation will be located at 300 Mabry Street, Tallahassee, Florida 32304.

(d) The registered office of the Corporation will be located at 300 Mabry Street, Tallahassee, Florida 32304.

(e) The registered agent of the Corporation is Donna Warlick, whose address is 300 Mabry Street, Tallahassee, Florida 32304.

ARTICLE II

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) This Corporation is organized exclusively for charitable and/or educational purposes. In pursuance of the foregoing purposes, the Corporation shall have the power to provide elderly persons and handicapped persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purpose. No substantial part of the activities of the Corporation shall consist of 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

ARTICLE III

The Corporation is empowered:

(a) To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof, but solely in connection with the project assisted under Section 811 of the National Affordable Housing Act.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances or project rental assistance under Section 811. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

(d) Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article II(a) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

The Corporation shall have one class of voting membership and each member shall be entitled to one vote. Membership in the Corporation shall, at all times, be limited to individuals who are either members of Goodwill Industries-Big Bend, Inc., or non-members who have the approval of the Board of Trustees (Board of Directors) of the said sponsoring organization. In the event that a member of the Corporation ceases to be a member of Goodwill Industries-Big Bend, Inc., or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic revocation of membership. In case of conflict between the Regulatory Agreement and the Articles and/or Bylaws, the Regulatory Agreement controls.

ARTICLE V

The number of directors of the Corporation shall be five (5). The method of election of the directors shall be as stated in the By-Laws of the Corporation. The original directors and the term for which each will serve, are set below:

<u>Name and Address</u>	<u>Term</u>
W. Calvin Melton 451 Cedarhill Road Tallahassee, Florida 32308	3 years
Leslie Kitterman 969 Medieval Place Tallahassee, Florida 32301	3 years
Mary Goodman 217 Lipona Road Tallahassee, Florida 32304	3 years
Shirlee Bowne 1429 Lucy Street Tallahassee, Florida 32308	3 years
Bruce Harter 1109 Winifred Drive Tallahassee, Florida 32308	3 years

The directors shall serve without compensation.

The directors of the Corporation shall, at all times, be members of the Corporation. In the event that a director of the Corporation ceases to be a member of the Corporation, then, in such event, such shall constitute the automatic resignation as a director of the Corporation.

The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and the treasurer may be one and the same person.

The annual meeting shall be held in the last week of March of each year.

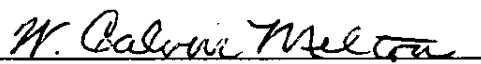
ARTICLE VI

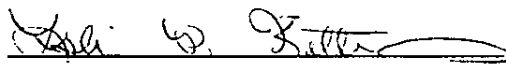
By-Laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article II hereof.

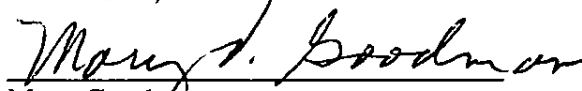
ARTICLE VII

So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation this 29th day of Nov., 2007.


W. Calvin Melton
451 Cedarhill Road
Tallahassee, FL 32308


Leslie Kitterman
969 Medieval Place
Tallahassee, FL 32301


Mary Goodman
217 Lipona Road
Tallahassee, FL 32304

Shirlee Bowne

Shirlee Bowne
1429 Lucy Street
Tallahassee, Florida 32308

Bruce Harter

Bruce Harter
1109 Winifred Drive
Tallahassee, FL 32308

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 26TH day of November, 2007, by W. Calvin Melton. He is personally known to me ~~or has~~ produced as identification.



DONNA WARLICK
Commission DD 723781
Expires November 30, 2011
Bonded Thru Troy Pan Insurance 800-385-7019

Donna Warlick

Signature

Donna Warlick

Print or type name.

NOTARY PUBLIC

My commission expires:

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 29TH day of November, 2007, by Leslie Kitterman. She is personally known to me ~~or has~~ produced as identification.



DONNA WARLICK
Commission DD 723781
Expires November 30, 2011
Bonded Thru Troy Pan Insurance 800-385-7019

Donna Warlick

Signature

Donna Warlick

Print or type name.

NOTARY PUBLIC

My commission expires:

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 29TH day of November, 2007, by Mary Goodman. She is personally known to me ~~or has produced~~ as identification.



DONNA WARLICK
Commission DD 723781
Expires November 30, 2011
Bonded Thru Troy Pan Insurance 800-385-7018

Donna Warlick
Signature

Donna Warlick
Print or type name.

NOTARY PUBLIC

My commission expires:

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 27TH day of November, 2007, Shirlee Bowne. She is personally known to me ~~or has produced~~ as identification.



DONNA WARLICK
Commission DD 723781
Expires November 30, 2011
Bonded Thru Troy Pan Insurance 800-385-7018

Donna Warlick
Signature

Donna Warlick
Print or type name.

NOTARY PUBLIC

My commission expires:

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 27TH day of November, 2007, by Bruce Harter. He is personally known to me ~~or has produced~~ as identification.



DONNA WARLICK
Commission DD 723781
Expires November 30, 2011
Bonded Thru Troy Pan Insurance 800-385-7018

Donna Warlick
Signature

Donna Warlick
Print or type name.

NOTARY PUBLIC

My commission expires:

ACCEPTANCE BY REGISTERED AGENT

DONNA WARLICK, having been named as the registered agent in the foregoing Articles of Incorporation of GIBB Cairo Village, Inc., to accept service of process for the Corporation at 300 Mabry Street, Tallahassee, Florida 32304, hereby agrees to act as the registered agent and comply with the laws of the State of Florida relative to such position.



DONNA WARLICK

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