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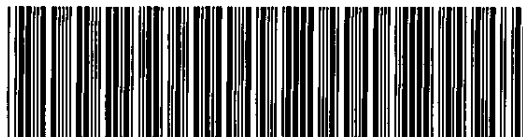
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
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1008-2928

PARKER & ASSOCIATES, P.A.

A Professional Association
ATTORNEYS AT LAW

THEODORE PARKER, ESQ.
E-MAIL: TPARKERSRQ@AOL.COM

2033 MAIN STREET
SUITE 100
SARASOTA, FLORIDA 34237

KATHY L. MORGAN
LEGAL ASSISTANT
E-MAIL: KLM0866@AOL.COM

TELEPHONE: (941) 952-0600

FACSIMILE: (941) 952-0601

February 5, 2008

Ruby Dunlap
Regulatory Specialist - II
New Filing Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: Sarasota Community Development Corporation, Inc
Ref. Number: W08000002928

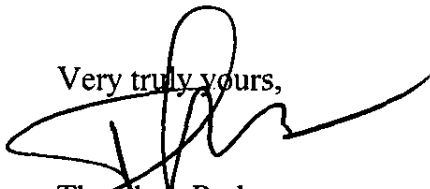
Dear Ruby Dunlap,

Enclosed are two copies of the revised Articles of Incorporation for the reference corporation containing a statement at Article Six the method of election of directors is as stated in the bylaws.

Also enclosed is a copy of your letter of January 17, 2008 concerning this matter.

Please advise any question.

Very truly yours,



Theodore Parker
:rjc



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 17, 2008

PARKER & ASSOCIATES, P.A.
ATTN: KATHY L MORGAN
2033 MAIN STREET, SUITE 100
SARASOTA, FL 34237

SUBJECT: SARASOTA COMMUNITY DEVELOPMENT CORPORATION, INC.
Ref. Number: W08000002928

We have received your document for SARASOTA COMMUNITY DEVELOPMENT CORPORATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

Letter Number: 008A00003830

**ARTICLES OF INCORPORATION
OF
SARASOTA COMMUNITY DEVELOPMENT CORPORATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, hereby makes and adopts the following Articles of Incorporation:

ARTICLE ONE.
NAME

The name of this corporation is Sarasota Community Development Corporation, Inc. (hereinafter the "Corporation").

ARTICLE TWO.
OBJECTS AND PURPOSES

The objects and purposes for which the Corporation are formed are:

To conduct and transact generally the business of a non profit corporation and to do all things and exercise all powers and perform all functions a non profit corporation is authorized or empowered to do, exercise, or perform under and by virtue of the laws of the State of Florida, or that it may be by law hereafter authorized to do, exercise, or perform;

The primary purpose of the Corporation is to engage in and lead community development activities (which may include housing, economic development, education, charitable and social services activities) which are intended to lead to an improvement of the physical, economic, and social environment of its geographic area of operation by addressing one or more of the critical problems of the area with attention to the needs of persons of low-income and moderate-income. These activities will be undertaken primarily, but not exclusively, in the Corporation's such geographic area of operation.

The Corporation may receive and administer funds for purposes stated herein within the meaning of Section 501(c)(3) of the Internal revenue Code of 1986 and to such end, the Corporation is empowered to: hold, develop and manage any real or personal property, or any undivided interests therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such a manner as, in the judgment of the Directors, will best promote the purposes of the Corporation, without limitation; except limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, or any applicable laws; do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Directors or Officers except as permitted, by law.

No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or distributable to any of its members, trustees, or Officers, or any private individual, except reasonable compensation may be paid for services rendered to or for the

Corporation affecting one or more of its purposes, and no member, trustee, Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any corporate assets on dissolution of the Corporation.

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 publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of this document, this organization shall not carry on any other activities not permitted to be carried on by: (a) an organization exempt from Federal and State income tax under section 501(c) (3) of the Internal revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law; or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal revenue Code, or corresponding section of any future United States Internal Revenue Law; and do all the above things as a non profit corporation and insofar as is consistent with the laws of the State of Florida.

ARTICLE THREE.

POWERS

The Corporation shall have the following powers:

- A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes Section 617.0302 and the following powers: to acquire by request, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.
- B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Act.
- C. To do other things that are incidental to the powers of the Corporation or necessary or desirable to accomplish the purposes of the Corporation.

ARTICLE FOUR.

LOCATION OF PRINCIPAL OFFICE

The principal office for the transaction of business of this corporation is to be located at 1782 Dr. Martin Luther King, Jr. Way, Sarasota, FL 34234.

ARTICLE FIVE.

DISSOLUTION

On the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all Corporation liabilities, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the County in which the principal office of the Corporation is then located, exclusively for the above purposes of the Corporation or to a qualified organization or organizations as the court shall determine. For the purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. Section 170(c)(1) and is described in 26 U.S.C.A. Section 509(a)(1), (2) or (3).

ARTICLE SIX.

DIRECTORS

The initial number of directors of the corporation is three (3); the following are the names and residences of the persons appointed to act as directors until their successors are elected and qualified pursuant to the method of election of directors as stated in the Bylaws.

<u>Names</u>	<u>Addresses</u>
Carolyn J. Mason	2208 Sophie Springer Lane, Sarasota, FL 34234
Mary S. Mack	2955 Noble Avenue, Sarasota, FL 34234
John Colon	1515 Ringling Blvd., Suite 600, Sarasota, FL 34236

ARTICLE SEVEN.

DURATION OF CORPORATE EXISTENCE

The corporate existence of this corporation shall continue perpetually.

ARTICLE EIGHT.

REGISTERED AGENT

The registered agent for service of process upon the corporation is:

<u>Name</u>	<u>Address</u>
Theodore Parker	2033 Main Street, Suite 100, Sarasota, FL 34237

ARTICLE NINE
TAX EXEMPT STATUS

It is intended the Corporation has and will continue to have the status of a Corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. These Articles will be construed accordingly, and all powers and activities of the Corporation will be limited accordingly. All referenced in these Articles to Sections of the Internal Revenue Code or Code will be considered references to the Internal Revenue Code of 1986, as it may be amended from time to time, and to the corresponding provisions of any similar law subsequently enacted. Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any further federal tax code.

ARTICLE TEN
OFFICERS

The Officers of the Corporation will consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer will be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law.

ARTICLE ELEVEN
BYLAWS

The Board of Directors will make and adopt the Bylaws of the Corporation, and the Board of Directors may alter, amend, or rescind the Bylaws in the manner set forth in the Bylaws.

ARTICLE TWELVE
AMENDMENT

The voting members may amend these Articles of Incorporation in the manner provided by the Florida Not For Profit Corporation Act, except that any amendment will require two-thirds (2/3s) affirmative vote at a meeting at which at least twenty-five percent (25%) of all voting members is present.

ARTICLE THIRTEEN

INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Section 617.0831 of the Florida Statutes. It is intended that the Corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Section 617.0834 of the Florida Statutes and other similar laws.

ARTICLE FOURTEEN.

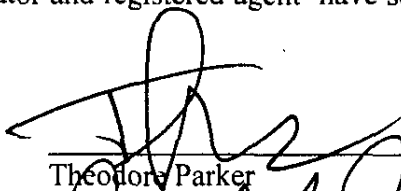
NAME AND ADDRESS OF INCORPORATOR

The name and address of the initial incorporator is as follows:

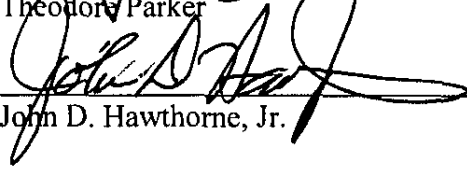
John D. Hawthorne, Jr. 650 E. Central Avenue, Sarasota, FL 34236

In witness whereof, the incorporator and registered agent have set their hands and seals on JANUARY 11, 2007.

Signature of Registered Agent


Theodore Parker

Signature of Incorporator


John D. Hawthorne, Jr.

FILED
08 FEB 11 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA