

NO8000008773

Thomas Alston
(Requestor's Name)

1950 Lec Road #
(Address)

Suite 208
(Address)

Winter Park
(City/State/Zip/Phone #)

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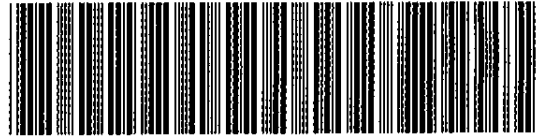
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NEHEMIAH COMMUNITY RESTORATION PROJECT, INC.

We, the undersigned natural persons of age twenty-one (21) years or more, acting as incorporators of a corporation not for profit, adopt the following Articles of Incorporation for such corporation pursuant to Chapter 617, of Title 34 of the statutes of the State of Florida.

ARTICLE I

The corporation name shall be Nehemiah Community Restoration Project, Inc. The principal office and mailing address is 989 West Kennedy Boulevard Eatonville, Florida 32810.

ARTICLE II

The term of the corporation shall be perpetual.

ARTICLE III

The Corporation's initial registered office is 989 West Kennedy Boulevard Eatonville, Florida 32810 and its initial registered agent at such address is Thomas N. Alston.

I accept my position as registered agent Thomas N. Alston

ARTICLE IV

The purpose for which the corporation is organized is exclusively for educational, charitable and scientific, that are described in Section 501 (c) (3) of the Internal Revenue Code of 1986, including but not limited to the organization, maintenance and supervision of the office center.

- A. To research the conditions that inhibits desirable neighborhoods, affordable housing, economic development and employment in deteriorating communities.
- B. To serve as a clearinghouse of information for persons seeking employment, economic development, educational opportunities and affordable housing.
- C. To promote and develop affordable housing for low income, senior, homeless and handicapped persons.
- D. To oversee, monitor and facilitate projects and operations pertaining to construction, financing, administration, employment, and economic development.

In furtherance, but not in limitation of the forgoing purposes, the corporation shall have the power and authority:

- A. To receive assistance, money (as grants of otherwise), real or personal property and any other form of contributions, gifts, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this corporation; to enter into agreements or contracts for contributions to the corporation for its objects and purposes, provided however, the gifts shall be subject to acceptance by the Board of Directors as required by the bylaws.
- B. To distribute, in the manner, form and method, and by means determined by the Board of Directors of this corporation, any and all forms of contributions received by it in carrying out the programs of the corporation in furtherance of its stated purposes. Money and real or personal property contributed to the corporation in furtherance of those objects and purposes are and shall continue to be impressed with a trust for such purposes.
- C. To adopt and use a corporation seal containing the words Corporation Not For Profit if desired and deemed necessary, but this shall not be compulsory unless required by law.
- D. Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purpose for which this Corporation is formed.

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

ARTICLE V

The Corporation shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or intervene in (including the publishing or distribution of statement), any political campaign on behalf of any candidate for public office.

ARTICLE VI

The corporation shall not have members.

ARTICLE VII

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of a Board of Directors. The conditions of election to the Board of Directors and the number of directors (which number shall not be less than 3) shall be as provided in the bylaws.

ARTICLE VIII

The regulation of the internal affairs of the corporation, including the distribution of assets on dissolution, shall be provided for in the bylaws and shall include that:

1. No part of the net earnings of the corporation shall insure to the benefit of, or be distributable to its Directors, or officers, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
2. Upon dissolution of the Corporation or winding down of its affairs, the assets of the Corporation shall be applied and distributed as follows:
 - A. All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore:
 - B. Assets held by the Corporation upon condition requiring, return, transfer of conveyance, which condition occurs by reason of the dissolution or winding down, shall be returned, transferred or conveyed in accordance with such requirements; and
 - C. All remaining assets not disposed of under either of the preceding paragraphs (A) or (B) shall be transferred or conveyed to one or more charitable, education or scientific organizations which are described on Section 501 (c) (3) and to which deductible contributions can be made under Section 170 (c) (2), 2522 (a) as the Board of Directors shall select.

All statutory references herein are to the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE IX

A Director of the corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless employed by the Board of Directors as: (1) a member of the administrative staff of the Corporation or (2) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of expenses or advances made for the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the bylaws.

ARTICLE X

Every director and officer of the Corporation shall be indemnified by the Corporation reasonable incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of, or liable for, willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every director, officer, and agent of the Corporation in amounts determined from time to time by the Board of Directors.

ARTICLE XI

The fiscal year of the Corporation shall begin January 1st and end December 31st of each calendar year.

ARTICLE XII

The territory in which the operations of the Corporation are principally to be conducted is Central Florida.

ARTICLE XIII

The names of the officers who are to serve until the first election under the Articles of Incorporation are:

Chairman

Pastor Willie C. Barnes
7656 St. Stephens Court
Orlando, Florida 32835

Secretary

Melinda Poole
2029 Colonial Wood Boulevard
Orlando, Florida 32828

Treasurers

Bruce Antone
8627 Shenna Court
Orlando, Florida 32818

ARTICLE XIV

The number of persons constituting the first Board of Directors shall not be less than three (3). The names and addresses of such persons are to serve as directors until the first election thereof are:

Pastor Willie C. Barnes
7656 St. Stephens Court
Orlando, Florida 32835

Melinda Poole
2029 Colonial Wood Boulevard
Orlando, Florida 32828

Bruce Antone
8627 Shenna Court
Orlando, Florida 32818

ARTICLE XV

The names and residences of the subscribers to these of Incorporation are:

_____ Pastor Willie C. Barnes
7656 St. Stephens Court
Orlando, Florida 32835

_____ Melinda Poole
2029 Colonial Wood Boulevard
Orlando, Florida 32828

_____ Bruce Antone
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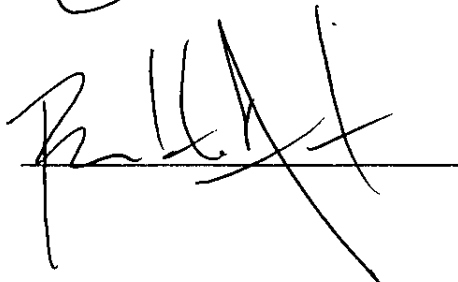
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