

MRS 10/13

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: NORTHEAST FLORIDA  
COMMUNITY DEVELOPMENT CORPORATION  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: JONITA McCREE  
Name (Printed or typed)

800 BELLE TERRE PKWY  
Address  
SUITE 200-154  
PALM COAST, FL 32164  
City, State & Zip

386-693-4172  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**Articles of Incorporation  
for the  
NORTHEAST FLORIDA  
Community Development Corporation**

**ARTICLE I – NAME**

The name of the Corporation shall be **NORTHEAST FLORIDA  
COMMUNITY DEVELOPMENT CORPORATION.**

**ARTICLE II – PRINCIPAL OFFICE**

The principal office location for the **Northeast Florida Community Development Corporation** shall be located at 800 Belle Terre Parkway, Suite 200-154, Palm Coast, Florida 32164.

**ARTICLE III – PURPOSE**

- A. The **Northeast Florida Community Development Corporation** is a Nonprofit Public Benefit Corporation and *is not* organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law of Florida for Charitable Purposes.
- B. The specific charitable purposes of the **Northeast Florida Community Development Corporation** are:
1. To increase the education, social and economic conditions of residents in the areas of Flagler County, Northeast Volusia county and Northeast St. John's county who are underemployed, unemployed, or whose income falls below federal poverty guidelines.
  2. To expand the opportunities available to said residents to own, manage and operate businesses in economically depressed areas; to assist said residents in developing entrepreneurial and management skills necessary for the successful operation of businesses; to assist in creating jobs

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for such residents, and to assist residents in obtaining financial support from other resources.

3. To provide assistance to senior citizens and homebound individuals living in economically distressed communities by promoting social welfare to lessen the burden of government by; providing aid with household duties, transportation concerns, shopping needs and overall living adjustments that come as a result of aging.
4. To encourage public and private partnerships that will maximize the use of limited resources.
5. Develop and implement educational programs which might include workshops, seminars, and training in support of the business community that promote the economic well being of the citizens of Flagler county, Northeast Volusia county and Northeast St. John's county.
6. Participate in the establishment of job development activities for those unemployed and underemployed which may include our youth, our veterans, our elderly, and some of our disabled.
7. Develop, coordinate and help with the implementation of programs and business strategies that help to solve some of the social, economic and environmental problems in Flagler county, Northeast Volusia county and Northeast St. John's county.
8. Participant in, develop and encourage programs that provide oversight into areas that continue to promote and foster meaningful community development programs throughout the areas of Flagler county, Northeast Volusia county and Northeast St. John's county.

#### ***ARTICLE IV – DISCRIMINATION POLICY***

The ***Northeast Florida Community Development Corporation*** does not and will not discriminate on the basis of race, color, national origin, gender, religion, age, disability, political belief, sexual orientation, and martial or family status.

#### ***ARTICLE IV/MANNER OF ELECTION***

##### **General Provisions**

The ***Northeast Florida Community Development Corporation*** shall be managed by the ***Board of Directors***, and shall be governed by Florida law, the Articles of Incorporation and these bylaws.

The ***Board of Directors*** may have the power to delegate the management of any of the day to day operations of this Corporation to various staff members, committees, if needed and/or its Directors.

##### **Number of Directors**

The ***Board of Directors*** shall consist of not less than 5 members and no more than 10 members.

Board members shall be elected by a majority vote of the ***Board of Directors*** which are presented by the ***Nominating Committee***.

Special appointments may be made to the ***Board of Directors*** as a result of new initiatives or other causes that affect its membership. The time of office of a director shall not be affected by the decrease in the number of directors. Each director shall serve office until the next annual meeting or until his or her successor is elected.

##### **Terms of Office**

Directors shall serve a term of ***Two*** years unless reelected as noted below. The terms will expire in the year of the board's annual meeting. When a term expires, the remaining members of the ***Board of Directors*** shall, by majority vote, fill the vacancy, which are developed by the ***Nominating Committee***.

There will be staggered terms of office for the Directors. A Director will have the ability to succeed himself or herself in office for no more than two consecutive complete two year terms.

### **Removal from Office**

A Board member may be removed from office at any time, by a majority vote, if the **Board of Directors** determines that the member is not acting in the best interest of the **Northeast Florida Community Development Corporation**. Prior written notification of such removal shall be provided to the Board member, stating the cause of such decision and the Board member will have time to respond in a special meeting called by the **Board of Directors**.

Board members will be required to attend all Board meetings. If a member misses more than 50% (2 or more) of the required meetings for that year he/she will automatically be removed from the Board. Any vacancy may be filled by a majority vote at the next Board Meeting with input from the **Nominating Committee** or left vacant for the remainder of the year.

### **Board Meetings/Annual Meeting**

The **Board of Directors** shall hold at least (4) meetings a year, once a quarter. Notification of the date, time and location of such meetings will be at the direction of the **Board of Directors** and will be published to the Board members, as required. The Annual Meeting will be held in the month of October. Time and location will be determined by the President of the **Northeast Florida Community Development Corporation**.

### **Compensation**

The **Northeast Florida Community Development Corporation** shall not pay any compensation to **Board of Director** members and members of committees for services rendered to the **Corporation**, *except* in the case where such services may involve the reimbursement for expenses incurred in the performance of their duties as determined or fixed and approved before hand by the **Board of Directors**. No member of this Corporation will have the ability to make loans to any of its directors, officers or employees.

### **Code of Ethics**

Each member of this Corporation shall conduct themselves at 'all times' in the best interest of this Corporation. By agreeing to participate and become members of this Organization you agree to: attend all board meetings, always provide honest information to clients and members, be mindful not to foster an environment of exclusion rather inclusion, always exercise care and good judgment in regards to matter that affect your personal and business interactions, be a change agent acting always on behalf of the good that you can provide, promote at all the times the ideals and goals of the *Northeast Florida Community Development Corporation*.

### **ARTICLE V/OFFICERS**

The *Northeast Florida Community Development Corporation* shall consist of the following officers and these officers shall be selected from the members of the *Board of Directors* and shall be voting members of this Corporation. They include President, Vice- President, Secretary, Treasurer. All officers shall serve no more than **three** consecutive **three** year terms. The Officers shall serve longer if at the time of expiration a successor has not been selected.

**The President** will serve as the CEO (Chief Executive Officer) which has control of the total affairs of the *Northeast Florida Community Development Corporation*. All the duties of the President will be governed by the bylaws of this Corporation and with the oversight of the *Board of Directors*.

**The Vice-President** is the second in command and will serve in the capacity of the President at such times when the President is not available. Additional responsibilities may be filled by the Vice-President as determined by the President and Board of Directors.

**The Secretary** shall have the responsibility for all meeting minutes, notifications, maintaining all records of the Corporation and other functions that serve at the need of the Corporation. The Secretary may chair the Nominating Committee.

**The Treasurer** shall have the responsibility for all funds that come into or go out of the Corporation. All aspects of the financial side of the business must be approved by the Treasurer. The Treasurer will report and provide, as required, financial statements and status as to the health of the Corporation upon notice from the Board Members and report such details at the Quarterly and Annual meetings.

**ARTICLE VI/REGISTERED AGENT/STREET ADDRESS**

The name and address in the State of Florida of the **Northeast Florida Community Development Corporation's** agent of service is: Jonita M. McCree, 800 Belle Terre Parkway, Suite 200-154, Palm Coast, Florida 32164 (Flagler County)

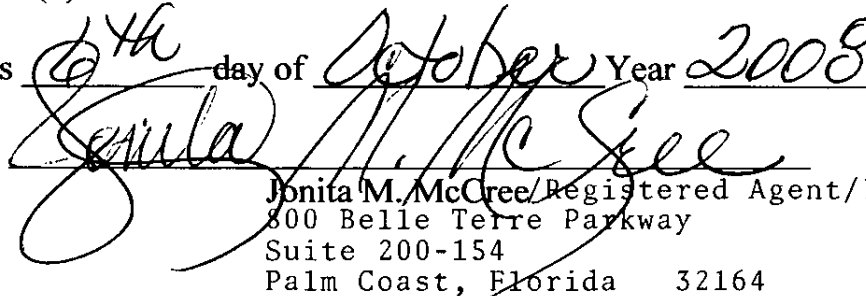
**ARTICLE VII/INCORPORATOR**

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501 c(3) of the Internal Revenue Code.

No Substantial part of the activities of this Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this corporation 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.

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer or Member thereof, or to the benefit of any private person. Upon the distribution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established tax exempt status under Section 501 c(3) of the Internal Revenue Code.

Dated this

6<sup>th</sup> day of October Year 2008  
  
Jonita M. McCree/Registered Agent/Incorporator  
800 Belle Terre Parkway  
Suite 200-154  
Palm Coast, Florida 32164

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