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Division of Corporations

From: Kim Weidenbach

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**ST. LUCIE HABITAT FOR HUMANITY CHDO, INC.**

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**ARTICLES OF INCORPORATION  
OF  
ST. LUCIE HABITAT FOR HUMANITY CHDO, INC.**

The undersigned, as incorporator and on behalf of a not-for-profit, non-stock corporation established under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

**Section 1.1.** The name of the corporation is ST. LUCIE HABITAT FOR HUMANITY CHDO, INC. (the "Corporation").

**ARTICLE II  
DURATION**

**Section 2.2.** The corporation shall have perpetual existence unless dissolved pursuant to law.

**ARTICLE III  
NON-STOCK CORPORATION**

**Section 3.1.** The corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act.

**ARTICLE IV  
PURPOSE**

**Section 4.1.** The purposes for which the Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

**Section 4.2.** The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any such purposes. Notwithstanding anything

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contained herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.

**Section 4.3.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes); and no Director or Officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

**Section 4.4.** No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

**Section 4.5.** The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

**Section 4.6.** The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal laws.

**Section 4.7.** The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

**Section 4.8.** The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

**Section 4.9.** The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

**Section 4.10.** Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

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**Section 4.11.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the country where 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 V MEMBER**

**Section 5.1.** The sole Member of the Corporation shall be St. Lucie Habitat for Humanity, Inc., a Florida corporation.

#### **ARTICLE VI DIRECTORS**

**Section 6.1.** The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board") to be appointed by the Member in accordance with the Bylaws of the Corporation. Except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two (2) Directors are present. The affirmative vote of at least two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to, the following:

6.1.1. Approval of charitable gifts, transfers, distributions, and grants by the Corporation to other entities.

6.1.2. Adoption of an amendment to the Articles of Incorporation or Bylaws.

6.1.3. Organization of a subsidiary or affiliate by the Corporation.

6.1.4. Approval of any merger, consolidation, or sale or other transfer of all or a substantial part of the assets of the Corporation.

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**Section 6.2.** The initial Board of Directors shall consist of the following individuals:

**NAME**

**ADDRESS**

Scott A. Anderson

471 NW Ravenswood Lane  
Port St. Lucie, FL 34983

Erik Melville

Raymond James & Associates  
603 N. Indian River Dr.  
Fort Pierce, FL 34950

Thomas E. Long

4173-C Gator Trace Villas Circle  
Fort Pierce, FL 34950

**Section 6.3.** The term of office of an elected Director shall be as provided in the Bylaws of the Corporation.

**ARTICLE VII  
ADDRESSES**

**Section 7.1.** The street address of the principal office of this Corporation in the State of Florida is:

702 S. 6<sup>th</sup> St.  
Fort Pierce, FL 34950

**Section 7.2.** The mailing address of the Corporation is:

702 S. 6<sup>th</sup> St.  
Fort Pierce, FL 34950

The Board of Directors may, from time to time, move its principal office in the State of Florida to another place in this state.

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**ARTICLE VIII  
REGISTERED AGENT AND REGISTERED OFFICE**

**Section 8.1.** The registered agent and registered office of the Corporation shall be:

**NAME**

**ADDRESS**

Bruce R. Abernethy, Jr.

500 Virginia Ave., Suite 202  
Fort Pierce, FL 34982

**ARTICLE IX  
AMENDMENT**

**Section 9.1.** These Articles of Incorporation may be amended in the manner and with the vote provided by Florida law and the Bylaws of the Corporation.

**ARTICLE X  
BYLAWS**

**Section 10.1.** The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

**ARTICLE XI  
INCORPORATOR**

**Section 11.1.** The name and address of the incorporator of this Corporation are as follows:

**NAME**

**ADDRESS**

Bruce R. Abernethy, Jr.

500 Virginia Ave., Suite 202  
Fort Pierce, FL 34982

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17<sup>th</sup> day of July, 2009.

INCORPORATOR:

  
Bruce R. Abernethy, Jr.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091 and Section 607.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

ST. LUCIE HABITAT FOR HUMANITY CHDO, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Fort Pierce, County of St. Lucie, State of Florida, has named Bruce R. Abernethy, Jr., located at 500 Virginia Ave., Suite 202, Fort Pierce, Florida 34982 as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

**REGISTERED AGENT:**

Date: 7-17-2009

  
Bruce R. Abernethy, Jr.

State of Florida )

) ss.

County of St. Lucie )

The foregoing instrument was acknowledged before me this July 17, 2009 by Bruce R. Abernethy, Jr., who is personally known to me or who has produced a Florida driver's license as identification.

  
Notary Public in and for said State



PAMELA L. SAUL  
Commission DD 627930  
Expires March 23, 2011  
Revised Notary Public Instructions 620-325-7011

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