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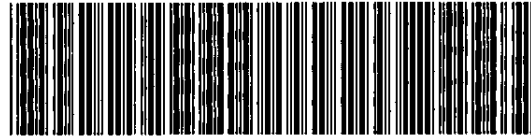
(Business Entity Name)

(Document Number)

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FILED  
10 JUN 17 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W1-27186

B McKnight JUN 21 2010

## COVER LETTER

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

SUBJECT: SEA Community Health Help Resource Center, Inc  
(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: Malinda Peebles  
Name (Printed or typed)

6231 Armstrong Road  
Address

ELKton, Florida 32033  
City, State & Zip

1-904-806-3939  
Daytime Telephone number

seacommunity@yahoo.com  
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

JUN 17 AM 11:57

June 7, 2010

MALINDA PEEPLES  
6231 ARMSTRONG ROAD  
ELKTON, FL 32033

SUBJECT: SPUDS, ELKTON AND ARMSTRONG (SEA) COMMUNITY HELP  
RESOURCE CENTER, INC.  
Ref. Number: W10000027186

We have received your document for SPUDS, ELKTON AND ARMSTRONG (SEA) COMMUNITY HELP RESOURCE CENTER, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

A corporation may not act as its own incorporator. Please designate an individual, another active domestic or foreign corporation, with a street address.

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) 245-6931.

Becky McKnight  
Regulatory Specialist II  
New Filing Section

Letter Number: 710A00014027

**ARTICLES OF INCORPORATION  
OF  
SEA Community Help Resource Center, Inc.  
A Florida "Not for Profit" Corporation**

In compliance with the laws of the State of Florida, the undersigned do hereby voluntarily associate for the purpose of forming a corporation not-for-profit for the purposes and with powers set forth herein.

**FILED**  
10 JUN 17 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I – NAME AND PRINCIPAL OFFICE**

The name of the corporation is SEA Community Help Resource Center, Inc. The principal office of the corporation shall be located at 6312 Armstrong Road, Elkton, Florida 32033, but the Corporation may maintain offices and transact business in such places, within or without the State of Florida, as the Board of Directors may from time to time designate. The principal office shall also be the mailing and registered office address.

**ARTICLE II – TERM OF EXISTENCE**

The period of duration is perpetual. The corporation is organized pursuant to the Not for Profit Corporation laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE III – PURPOSE AND POWERS**

The purposes of this corporation shall be exclusively charitable and educational and undertake the following activities:

- A. To work for the provision of decent, safe and sanitary housing that is affordable to very low and low income families.
- B. To represent and protect the interests of low-income residents of the communities of Spuds, Elkton and Armstrong, Florida.
- C. To undertake any other projects or lawful activities consistent with Section 501 (c) (3) of the Internal Revenue Code which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or natures, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

- D. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by 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. 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, any political campaign on behalf of any candidate for public office.
- E. For such purposes, the Corporation shall have and exercise the following authority and powers:
1. To have and to exercise any and all powers, rights and privileges which a corporation organized under the law of the State of Florida may now or hereafter have or exercise.
  2. To do all things necessary or desirable to accomplish the purposes of the Corporation as the Directors of the Corporations may from time to time deem appropriate which are consistent with powers conferred upon a not-for-profit corporation under the laws of the State of Florida and the Internal Revenue Code.
  3. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or any interest therein, wherever situated.

#### ARTICLE IV – NO DISTRIBUTION OF GAIN

The Corporation is organized exclusively for charitable and educational purposes. The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

#### ARTICLE V – REGISTERED AGENT

The name and address of the initial registered agent and office of the Corporation is: Malinda Peoples 6312 Armstrong Rd  
Eaton, FL 32033

## **ARTICLE IX – AMENDMENTS**

The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation or any amendments hereto. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each director in the same manner as notice for the meeting. Such amendment shall require the assent of a two-thirds majority vote of the directors present.

## **ARTICLE X – DISSOLUTION**

The Corporation may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the Directors. Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501 (c) (3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

## **ARTICLE XI – INDEMNIFICATION OF DIRECTORS**

A Director shall discharge his or her duties as director, including his or her duties as a member of any committee:

- A. With good faith;
- B. With care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- C. In a manner he/she reasonably believes to be in the best interests of the Corporation.

In discharging his or her duties, a Director may rely upon information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

- A. One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- B. Legal counsel, public accountants or other persons as to matter the Director reasonably believes are within the person's professional or expert competence;
- C. A committee of the Board of Directors of which he/she is not a member, if the Director reasonably believes the committee merits confidence.

A Director is not liable for any action taken as a director, or failure to take any action, if he/she performed the duties of his/her office in reliance on this provision.

## **ARTICLE VI – BOARD OF DIRECTORS**

The affairs of this corporation shall be managed by a Board of Directors. The Board will have an Annual Meeting, in addition other regularly scheduled meetings, to install new Directors. The date of Annual meeting will be determined by the first Board. The number of Directors of the Corporation shall be not less than five (5); provided however that the Board of Directors may, from time to time, increase or decrease the number of Directors, so long as the number of Directors does not exceed seven (7). The method of election of the Board of Directors shall be as stated in the Bylaws. Subject to the direction of the Board of Directors, the officers shall administer the affairs of this corporation as designated in the Bylaws. The names and addresses of the initial Board of Directors are:

1. Mrs. Malinda Peeples, Executive Director, 4952 Bradley St., Elkton, FL 32033
2. Mrs. Pauline Garden, Secretary, 841 W. 11<sup>th</sup> St., St Augustine, FL 32084
3. Mrs. Margaret Murray, President and Farm worker Representative, PO Box 1, Elkton, FL 32033
4. Mrs. Lillian Bryson, Treasurer and Farm worker Representative, 6240 Brough Rd, Elkton, FL 32033
5. Ms. Kathryn Taylor, Financial Manager and Farm worker Representative, 1040 Pearl St., St Augustine, FL 32084
6. Ms. Michelle Calloway, Spuds Community Representative, 5285 Don Manuel Road, Elkton, FL 32033
7. Mrs. Rosita Stringer, First Baptist Church Representative, 7705 SR 207, Elkton, FL 32033

Such other officers may be authorized and elected pursuant to the Corporation Bylaws.

The names and positions of members of the Advisory Board to the Board of Directors is as follows:

1. Ken Bryan, St Johns County Commissioner
2. Benjamin Comey, St Johns County Housing and Community Service
3. Tom Crawford, St Johns County Housing
4. Ann Breidenstein, United Way of St Johns County
5. Corinne White, Grant writer, community volunteer
6. Mary Lawrence, PUSH: People United to Stop Homelessness, publications, community volunteer

## **ARTICLE VIII – BYLAWS**

The Bylaws of the Corporation shall be adopted by the first Board of Directors, which Bylaws may be altered, amended, modified or appealed in the manner set forth in the Bylaws.

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursement, incurred by him/her (or by his/her heirs, executors or administrators) in connection with the defense of settlement of such action, suit or proceeding or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

## ARTICLE XII – INCORPORATOR

The name and address of the incorporator is: Malinda Peebles 6231 Armstrong Road, Elkton, Florida 32022

Malinda Peebles 6231 Armstrong Rd  
Elkton, FL 32022  
These Articles of Incorporation are hereby executed by the incorporator on this 11th day of June, 2010.

Malinda Peebles  
Incorporator

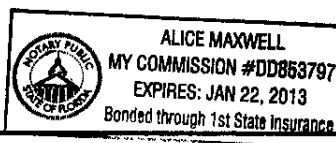
STATE OF FLORIDA]

COUNTY OF ST JOHNS]

**I HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Malinda Peebles, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

11th WITNESS my hand and official in the County and State last aforesaid this day of June, 2010.

Alice Maxwell  
NOTARY PUBLIC STATE OF FLORIDA



Print Name: Alice Maxwell



My Commission Expires: 1/22/2013

\*\*\*\*\*

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

*Malinda Peoples*  
\_\_\_\_\_  
Signature/Registered Agent

*5/26/10*  
\_\_\_\_\_  
Date

FILED  
10 JUN 17 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA