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DIVISION OF CORPORATIONS
11 NOV -9 PM 5:00

PS 11/1/11

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McCLELLAND, JONES, LYONS,
LACEY, WILLIAMS & OLIVER, L.L.C.
ONE HARBOR PLACE
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HJONES@MILLANDL.COM

November 7, 2011

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Subject: (1) Articles of Dissolution
Evans Center, LLC

(2) Articles of Incorporation
Designation of Resident Agent
Evans Center, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy for filing in the order listed above of Articles of Dissolution for the above captioned not-for-profit limited liability company and Articles of Incorporation/Designation of Resident Agent for the above-captioned not-for-profit corporation, together with our check to cover your filing fees.

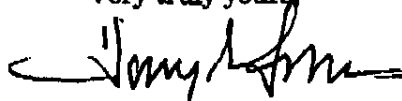
These documents are being jointly submitted in order to meet the requirements of a pending application for exempt status with the Internal Revenue Service and which require a corporation be formed and the current limited liability company dissolved.

Under penalties of perjury, the undersigned warrants and represents that the Articles of Dissolution are intended to represent a full and complete cessation of business by Evans Center, LLC and all rights in the name "Evans Center" have been irrevocably assigned to Evans Center, Inc.

Please stamp the enclosed Articles of Incorporation with the date received and return to the undersigned at your soonest convenience.

Thank you for your assistance..

Very truly yours,



Harry A. Jones

LAW OFFICES
**McCLELLAND, JONES LYONS,
LACEY, WILLIAMS & OLIVER, LLC**

CLIFTON A. McCLELLAND, JR.
HARRY A. JONES
AARON D. LYONS
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FACSIMILE

**TO: Pam Smith
Division of Corporations**

DATE: November 16, 2011.

FAX: (850) 245-6804

FROM: Harry A. Jones

PAGES (including cover): 3

**SUBJECT: Evans Center, Inc.
Articles of Incorporation**

Dear Ms. Smith:

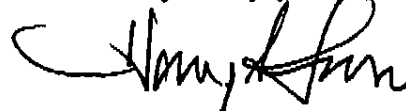
Pursuant to our telecon earlier today, enclosed please find the requested confirmation from a principal of Evans Center, Inc. that this entity is associated with the recently dissolved Evans Center, LLC.

Also attached is a copy of my earlier correspondence included with the original filing of these Articles jointly with the dissolution Articles which have already been placed on record.

Please contact me if you require any further information.

Thank you for your assistance.

Very truly yours,



Harry A. Jones

THE NEIGHBORHOOD DEVELOPMENT COALITION, INC
1151 MASTERSON STREET
MELBOURNE, FLORIDA 32935

November 16, 2011

Secretary of State
Division of Corporations
ATTN: Pam Smith
Via fax to: (850) 245-6804

Subject: Evans Center, Inc. Articles of Incorporation

Dear Ms. Smith:

Pursuant to you telephone conference with Attorney Harry A. Jones earlier today, this letter will confirm that Evans Center, Inc. is associated with the recently dissolved Evans Center, LLC and is seeking to incorporate in the place and stead of Evans Center, LLC in order to meet certain organizational requirement of the IRS.

The Members of the governing Board and officers of both the former and current organizations are the same.

This letter will further authorize you to request and receive any further information you require to process these Articles of Incorporation directly from Attorney Jones at the address noted below.

Thanks you for your cooperation.

Very truly yours,



John H. Willison, President
Incorporator

cc: Harry A. Jones
Attorney at law
1901 South Harbor City Blvd.
Suite #500
Melbourne, FL 32901
hjones@milandl.com
(321) 984-9859
(321) 723-4092 FAX

11 NOV -9 PM 5: 00

ARTICLES OF INCORPORATION
OF
EVANS CENTER, INC.

The undersigned by execution adopt the following Articles of Incorporation pursuant to the Corporations Not For Profit Statute, Chapter 617, State of Florida.

ARTICLE I.

The name of the corporation shall be EVANS CENTER, INC.

ARTICLE II.

This nonprofit corporation shall have perpetual existence commencing on the date these Articles are filed with the Secretary of State.

ARTICLE III.

The Corporation is organized as a Florida not for profit Corporation and shall at all times operate exclusively for religious, charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and solely to further the exempt purposes of its members.

(A) The primary purpose of this Corporation shall be to engage in economic development activities within the scope and meaning of federal and state laws governing Community Based Development Organizations ("CBDO") (which may include housing and economic development activities) intended to lead to an improvement of the physical, economic or 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 with low income. These activities shall be undertaken primarily, but not exclusively, in the Corporation's geographic area of operation. Nothing in this paragraph shall allow this organization to carry on any 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.

In furtherance of its primary purpose, this Corporation is authorized:

(B) To plan, construct, operate and provide economic development and educational facilities and provide other goods and services accessible and convenient to low income and/or subsidized residents in the geographic area of operation and neighborhoods areas surrounding the facilities of this Corporation and for the further benefit and convenience of all members of the general public;

(C) To sponsor or participate in job training and other educational opportunities related to the operation of its facilities and other purposes;

(D) To participate with other not-for-profit, governmental and public agencies in advancing the foregoing purposes and public awareness of economic development opportunities in the geographic area of operation in the low income neighborhood surrounding the facilities of this Corporation; and

(E) To have all the other powers conferred upon corporations formed under the laws of the State of Florida consistent with the foregoing exempt purposes.

ARTICLE IV.

The name and address of the initial and current Members of the Corporation is as follows:

Name	Address
The Brevard Neighborhood Development Coalition, Inc.	1151 Masterson Street Melbourne, Fl 32935
Powell Subdivision Neighborhood Watch Program, Inc.	P.O. Box 061612 Melbourne, Fl 32906-1612
Congregations for Community Action, Inc.	2950 North Harbor City Blvd. Melbourne, Fl 32901

The membership shall at all times be maintained in such a manner as will qualify the Corporation as a Community Based Development Organization.

ARTICLE V.

The management and control of the Corporation shall be vested in its Board of Directors to be nominated and elected by the Members. The manner in which such Directors shall be elected and the management and control of the Corporation shall be exercised shall be set forth in the Bylaws of the Corporation.

ARTICLE VI.

The address of the initial registered office of this Corporation in the state of Florida is: 1151 Masterson Street, Melbourne, Fl 32935, and the name of the initial registered agent at that office is Lynn Brockwell-Carey. The initial registered office is also the principal place of business. The directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VII.

The names and address of the subscriber to these Articles is:

<u>Name</u>	<u>Address</u>
John H. Willison, President The Brevard Neighborhood Development Coalition, Inc.	1151 Masterson Street Melbourne, Fl 32935

ARTICLE VIII.

The Corporation is organized and operated exclusively for religious, charitable, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and solely to further the exempt purposes of the Corporation.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities nor have purposes not permitted (a) by a corporation exempt from Federal 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) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX.

In all events and under all circumstances, notwithstanding merger, consolidation, reorganization, termination, dissolution, winding up of this corporation, voluntarily or involuntarily, or by operation of law, or upon amendment of the Articles of Incorporation:

1. No part of the assets or net earnings of the corporation shall inure to the benefit of or be distributed to its incorporators, directors, officers, or other private persons having a personal or private interest in the corporation, other than reimbursement of reasonable expenses rendered incurred in carrying out the exempt purposes of the Corporation.

2. Except as expressly permitted and duly elected under the provisions of 501(h) of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law), the corporation shall be expressly prohibited from conducting or carrying on propaganda or otherwise attempting to influence the Legislature, or intervening in any political campaign on behalf of any candidate for public office, or any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 509(a)(iii) of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law).

3. It shall be the duty of the Board of Directors to expeditiously and virorously enforce all rights and requirements of these Articles of Incorporation and pursue all legal and equitable remedies to protect the exempt status of the Corporation.

ARTICLE X.

That subject to such express restrictions and conditions as set forth herein or otherwise applicable under any federal or state law or regulation, the Bylaws of the corporation may be altered, amended, rescinded, adopted or added to by appropriate action of the Directors of the corporation at a meeting of the Directors at a time and in the manner provided for in the By-laws.

ARTICLE XI.

Any amendment to the Articles of Incorporation shall be proposed, voted on, and adopted by resolution at the time and in the manner provided for in the Bylaws at an annual or special meeting of the Directors; and the resolution adopted shall be transmitted to the Secretary of State as provided in Chapter 617, Florida Statutes. The Corporation shall not adopt any amendment to the Articles of Incorporation inconsistent with any then applicable state or federal laws governing exempt Section 501(c)(3) organizations.

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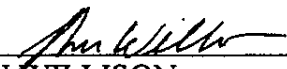
ARTICLE XII.

Upon winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIII.

Each officer, director, employee and agent of the Corporation shall be entitled to indemnification and advancement of expenses by virtue of their acts on behalf of the corporation and to the full extent provided in Section 607.0850 and Section 617.028, Florida Statutes, as amended from time to time.

IN WITNESS WHEREOF, the undersigned being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Corporations Not-for-Profit Statutes, Chapter 617, State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set his hand and seal this 28th day of October, 2011.

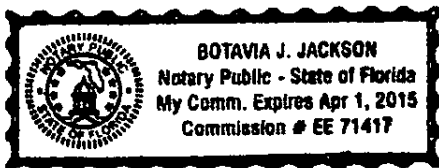


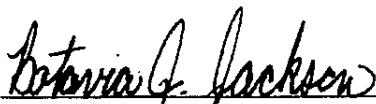
JOHN WILLISON

STATE OF FLORIDA
COUNTY OF BREVARD

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 JOHN WILLISON to me personally known to be the person described in and who executed the foregoing instrument and acknowledged before that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of October, 2011.





NOTARY PUBLIC, State of Florida
My Commission Expires: 4/1/2015

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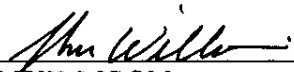
**STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

EVANS CENTER, INC.

Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.034(3), the undersigned as Incorporator EVANS CENTER, INC., hereby file this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address of the initial registered offices of this Corporation is 1151 Masterson Street, Melbourne, Florida 32935 and the name of the initial registered agent of this Corporation at that address is Lynn Brockwell-Carey.

DATED this 28th day of October, 2011.



JOHN WILLISON

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of EVANS CENTER, INC., at the initial registered office of the Corporation at 1151 Masterson Street, Melbourne, Florida 32935

DATED this 28th day of October, 2011.



LYNN BROCKWELL-CAREY