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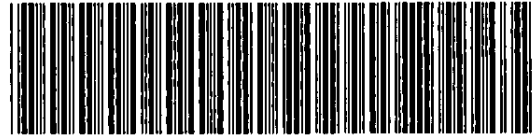
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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J. Shivers APR 08 2013

**COVER LETTER**

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

**SUBJECT:** Embryo Community Development 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:** Gloria Pinkney  
Name (Printed or typed)

5237 Cattle Crossing Way  
Address

Jacksonville, FL 32226  
City, State & Zip

904-868-0043  
Daytime Telephone number

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

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

**ARTICLES OF INCORPORATION  
OF  
EMBRYO COMMUNITY DEVELOPMENT CENTER, INC.  
In Compliance with Chapter 617, F.S., (Not for Profit)**

**ARTICLE 1  
NAME**

The name of the Corporation shall be: Embryo Community Development Center, Inc.

**ARTICLE 2  
PRINCIPAL OFFICE**

The principal street and mailing address of the corporation is: 5237 Cattle Crossing Way, Jacksonville, Florida 32226. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

**ARTICLE 3  
PURPOSE AND POWERS**

1. The purpose for which the Corporation is organized and operated is exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. More specifically, these purposes shall include but are not limited to:
  - a. To develop a youth center to combat community deterioration and juvenile delinquency.
  - b. To implement, grow and sustain a variety of job training (trade) programs that will improve individual's employability as well as enhance their resume writing skills, job search skills, and interview skills.
  - c. To implement, grow and sustain a variety of nutrition and health and weight management programs that will end obesity, heart disease, diabetes and other health-related illnesses.
  - d. To implement grow and sustain a variety of educational classes and programs that promote positive parenting skills among parents and caregivers.
  - e. To implement grow and sustain a variety of programs that offers guidance (counseling) to individuals and families in the areas of marriage, divorce, budgeting and finances, parenting, loss and grief, depression, anxiety, stress, etc.
  - f. To implement, grow, and sustain a variety of programs that will create jobs for the community, create successful entrepreneurs, and create financial stability for individuals and families through budgeting and banking skills.

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PALM BEACH, FLORIDA

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2. As a means of accomplishing the above purposes and methods, the Corporation shall have the following powers:
  - a. To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.
  - b. To raise and assist in raising funds for the purposes herein set forth, including the issuance of bonds or other instruments of credit.
  - c. To acquire, own, lease, mortgage, and dispose of property both real and personal.
  - d. To conduct and carry on charitable, religious and educational services, activities, and instruction through the public media, including electronic broadcasting, AM and FM radio, telecasting, microwave distribution, closed circuit transmission, and cable television.
  - e. To accept property and donations in trust for charitable, religious or educational purposes.
  - f. To acquire, hold, own, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, bonds, obligations, or other securities of other corporations, domestic or foreign, as investment or otherwise, in carrying out any of the purposes of the Corporation and, while the owner thereof, to exercise all rights, powers, and privileges of ownership, including the power to vote thereon.
3. The property of the Corporation is irrevocably dedicated to charitable, religious, and educational purposes, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that the corporations shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (C) (3) purposes.
4. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not 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.
  - a. The Corporation shall not:
    1. Operate for the purpose of carrying on a trade or business for profit;
    2. Accumulate income, invest income, or divert income, in a manner endangering its exempt status; or
    3. Except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purpose of this corporation.
    4. The Corporation's operations are to be conducted principally in the United States of America.

5. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities nor permitted to be carried on:

- a. By a corporation exempt from Federal income tax under Section 501 (C)(3) of the IRC (or corresponding section of any future Federal tax code) or
- b. By a corporation, contributions to which are deductible under Section 170 (C) (2) of the IRC (or corresponding section of any future Federal tax code.)
- c. Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (C)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purposes. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which 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 4 MANNER OF ELECTION**

The manner in which the Directors of the Corporation are elected and appointed shall be governed by the provisions of the Bylaws of the Corporation.

#### **ARTICLE 5 OFFICERS AND DIRECTORS**

The officers of the Corporation shall be a President, Secretary and Treasurer, and such other officers as may be provided by Bylaws adopted by the Corporation. Officers shall be elected by the Board of Directors in the manner set forth in the Bylaws adopted for the Corporation.

<b>Name</b>	<b>Title</b>	<b>Mailing Address</b>	<b>City, State, Zip</b>
Gloria Pinkney	President, Director	5237 Cattle Crossing Way	Jacksonville, FL 32226
Lisa M. Harris	Vice President, Director	11825 Waxberry Lane	Jacksonville, FL 32218
Karen D. Decosta	Director	6389 Golden Field Street	Jacksonville, FL 32218
Frederic Pinkney	Advisor, Director	5237 Cattle Crossing Way	Jacksonville, FL 32226
Derrick Decosta	Treasurer, Director	6389 Golden Field Street	Jacksonville, FL 32218
Sandra Jenkins	Director	7981 Concord Blvd. W	Jacksonville, FL 32208
Spencer Rutledge	Director	3554 Villa Place	Jacksonville, FL 32277
Shayla Pinkney	Secretary, Director	11541 Coral Ridge Avenue	Jacksonville, FL 32218

#### **ARTICLE 6 AMENDMENTS**

Amendments to these Articles of Incorporation may be adopted by a majority of the Directors in the manner set forth in the Bylaws of this Corporation.

#### **ARTICLE 7 REGISTERED AGENT**

The name and Florida street address of the registered agent is: Gloria Pinkney, 5237 Cattle Crossing Way, Jacksonville, FL 32226.

**ARTICLE 8  
INCORPORATOR**

The name and address of the Incorporator is: Gloria Pinkney, 5237 Cattle Crossing Way, Jacksonville, FL 32226.

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.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Gloria Pinkney  
Gloria Pinkney, Registered Agent and Incorporator

April 1, 2013  
Date

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TALLAHASSEE FLORIDA