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FLORIDA PROFIT/NON PROFIT CORPORATION  
Ad Meliora Community Development, Inc.

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## ARTICLES OF INCORPORATION

### OF

### AD MELIORA COMMUNITY DEVELOPMENT, INC.

The undersigned incorporator, for the purpose of forming a corporation pursuant to the Florida Not For Profit Corporation Act, Florida Statutes, Section 617, hereby adopts the following Articles of Incorporation:

#### ARTICLE I. NAME: PRICIPAL OFFICE: MAILING ADDRESS

The name of the Corporation shall be Ad Meliora Community Development, Inc. (the "Corporation").

The address of the principal office and mailing address for the Corporation is 405 Central Avenue, Suite 100, St. Petersburg, Florida 33701, Attn: Janet M. Stringfellow.

#### ARTICLE II. DURATION

The period of the duration of this Corporation is perpetual unless dissolved according to law. Corporation existence shall commence upon filing with the Secretary of State.

#### ARTICLE III. PURPOSES

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) To create, preserve, expand, rehabilitate, and otherwise enhance the amount of decent housing that is affordable to very-low, low to moderate income, elderly, disabled, and handicapped persons in the following named counties within the State of Florida: Alachua, Baker, Bay, Bradford, Brevard, Broward, Calhoun, Charlotte, Citrus, Clay, Columbia, DeSoto, Dixie, Duval, Escambia, Flagler, Franklin, Gadsden, Gilchrist, Glades, Gulf, Hamilton, Hardee, Hendry, Hernando, Highlands, Hillsborough, Holmes, Indian River, Jackson, Jefferson, Lafayette, Lake, Lee, Leon, Levy, Liberty, Madison, Manatee, Marion, Martin, Miami-Dade, Monroe, Nassau, Okaloosa, Okeechobee, Orange, Osceola, Palm Beach, Pasco, Pinellas, Polk, Putnam, St. Johns, St. Lucie, Santa Rosa, Sarasota, Seminole, Sumter, Suwannee, Taylor, Union, Volusia, Wakulla, Walton, Washington. The corporation shall have a formal process for low-income program beneficiaries to advise the Corporation in all of its decisions regarding the design, siting, development and management of all HOME-assisted affordable housing. This formal process shall include special workshops with a committee of advisors chosen by the Board of Directors of the Corporation to represent low income residents in the areas of potential development.

(b) To promote the health, education and welfare of the communities in which it is operating, consistent with the purposes of Volunteers of America, Inc., a New York not-for-profit corporation, including, for such purposes, to make distributions exclusively for charitable, religious, scientific, literary or educational purposes either directly or as contributions to organizations which qualify as exempt

organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

#### ARTICLE IV. POWERS

The Corporation is empowered:

(a) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article III hereof.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the Corporation's property.

(c) To contract for goods and services from vendors of its own choosing.

(d) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation.

(e) Upon the dissolution of the Corporation, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article III hereof, other than for religious purposes, all of the foregoing, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal 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. RESTRICTION ON ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, or officer, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. 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 (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

#### ARTICLE VI. MEMBERS

The Corporation shall have one member: Volunteers of America of Florida, Inc., a Florida not-for-profit corporation (the "Member"). The Member is organized exclusively for charitable purposes and qualify as organizations exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE VII. DIRECTORS

Except as otherwise expressly herein provided or as otherwise provided the By-laws of the Corporation or by law, the property, business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors, which shall be the governing body of the Corporation. The Corporation's Board of Directors shall consist of not less than three (3) individuals. Directors shall be appointed by the Member. The qualifications, term of office, powers, authority, and duties of the directors, the time and place of their meetings, and such other provisions with respect to directors as are not inconsistent with these Articles of Incorporation, shall be as specified in the By-laws of the Corporation.

The names and addresses of the initial directors under these Articles are set forth below.

<u>Name</u>	<u>Address</u>
Dr. Maurice R. Harvey	405 Central Avenue, Suite 100 St. Petersburg, Florida 33701
Edwin A. Shepherdson	405 Central Avenue, Suite 100 St. Petersburg, Florida 33701
Melody Evans	405 Central Avenue, Suite 100 St. Petersburg, Florida 33701

The directors of the Corporation shall, at all times, be limited to individuals who are either board members of the Member or non-board members who have the approval of the Board of Directors of the Member. In the event that a director of the Corporation ceases to be a board member of the Member or if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation. The directors shall serve without compensation.

#### ARTICLE VIII. NON-STOCK

The Corporation is organized under a non-stock basis.

#### ARTICLE IX. BY-LAWS

By-laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles of Incorporation.

#### ARTICLE X. AMENDMENT

These Articles may be altered, amended, or repealed, and new articles may be adopted, by resolution adopted by majority vote of the directors then in office; provided, however, that no amendments or changes to these Articles can take effect until approved by authority of the Board of

Directors of the Member and Volunteers of America, Inc.

ARTICLE XI. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Name

Address

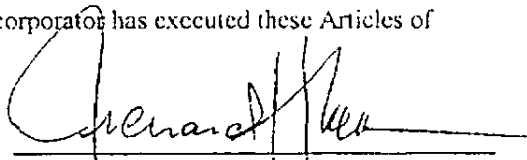
Richard H. Sollner

101 E. Kennedy Blvd., Suite 2700  
Tampa, Florida 33602

ARTICLE XII. REGISTERED AGENT; REGISTERED OFFICE

The registered agent of the Corporation shall be Janet M. Stringfellow, and the initial registered office of this corporation shall be 405 Central Avenue, Suite 100, St. Petersburg, Florida 33701. The Corporation shall have the right to change such registered agent and registered office as provided by law.

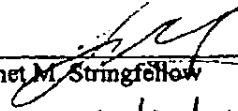
IN WITNESS WHEREOF, the under signed incorporator has executed these Articles of Incorporation this 24<sup>th</sup> day of October, 2018.



Richard H. Sollner  
Incorporator

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned is familiar with and accepts the obligations of a registered agent in compliance with Section 617.0503, Florida Statutes,

  
\_\_\_\_\_  
Janet M. Stringfellow  
Date: 10/24/18