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FLORIDA PROFIT/NON PROFIT CORPORATION
POLK COUNTY MANAGEMENT AND DEVELOPMENT GROUP,
INC.

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<p>ARTICLES OF INCORPORATION OF POLK COUNTY MANAGEMENT AND DEVELOPMENT GROUP, INC.</p>

I, the undersigned, being the incorporator of POLK COUNTY MANAGEMENT AND DEVELOPMENT GROUP, INC., a Florida not for profit corporation, hereby file the following Articles of Incorporation (the "Articles of Incorporation") that comply with the requirements of Florida Statutes Chapter 617 (Florida Not For Profit Corporation Act):

ARTICLE I- NAME

The name of the Corporation is POLK COUNTY MANAGEMENT AND DEVELOPMENT GROUP, INC., a Florida not for profit corporation (hereinafter the "Corporation").

**ARTICLE II- REGISTERED OFFICE AND AGENT AND
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The registered office of the Corporation shall be located at 201 East Kennedy Boulevard, Suite 600, Tampa, Florida 33602, and the initial registered agent of the Corporation at that address shall be Ricardo L. Gilmore, Esquire.

The principal place of business and the mailing address of the Corporation shall be: POLK COUNTY MANAGEMENT AND DEVELOPMENT GROUP, INC., 2653 Avenue C S.W., Winter Haven, FL 33880.

ARTICLE III - PURPOSES AND POWERS

The general nature of the objects, purposes, powers, and limitations of the Corporation shall be as follows:

(a) to provide and develop affordable housing opportunities for and to engage in or assist in the development or operation of affordable housing for persons of low and moderate income, including families, elderly, and/or handicapped persons primarily located in, but not limited to, Winter Haven, Florida and also developments in the surrounding areas of Polk County, Florida;

(b) to act as an instrumentality of the Winter Haven Housing Authority (hereinafter the "Authority") and solicit funds and/or re-invest on its behalf to benefit and support the programs and goals of the Authority;

(c) to operate in any manner for such nonprofit, charitable, and/or educational purposes as will qualify the Corporation as a charitable organization exempt from federal income tax under Internal Revenue Code Section 501(c)(3);

(d) to accept a substantial part of its support (exclusive of income received in the exercise or performance by such organization of its charitable, educational or other purposes or

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function constituting the basis for its exemption) from a governmental unit or from direct or indirect contributions from the general public, the Corporation's organizers, corporations, foundations, and any other public or private sources;

(e) to generally perform any function necessary to engage in any lawful purpose or purposes not for pecuniary profit;

(f) no part of the earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers or other private persons, except that the Corporation may be authorized and empowered to pay reasonable compensation for services rendered and products purchased and to make payments and distributions in furtherance of the purposes hereinafter set forth. 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 any candidate for public office;

(g) notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of such Code as it now exists or as it may be amended;

(h) the Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding section of any other federal tax code;

(i) the Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code without providing for fair, adequate, and reasonable compensation;

(j) the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code;

(k) the Corporation will 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 section of any future federal tax code; and

(l) the Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

The Corporation shall have the power to:

(a) have succession by its corporate name for the period set forth in its Articles of Incorporation;

(b) sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;

(c) adopt and use a common corporate seal and alter the same provided, however, that such seal shall always contain the words "not for profit corporation,"

(d) elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation, if so voted by a majority of the Directors of the Corporation;

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(e) adopt, change, amend, and repeal bylaws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers;

(f) make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income;

(g) conduct its affairs, carry on its operations, and have offices and exercise the powers granted herein in any state, territory, district or possession of the United States or any foreign country;

(h) 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;

(i) acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein;

(j) sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;

(k) purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, municipality or of any instrumentality thereof;

(l) lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(m) make donations and work together with public or private entities to encourage and facilitate the provision of affordable housing opportunities to persons and families of low and moderate income, for the public welfare, and for religious, charitable, scientific, educational or other similar purposes;

(n) have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized; and

(o) the above stated powers shall in no way be a limitation of those corporate powers set forth in Florida Statutes Section 617.0302, which powers are included herein by reference.

ARTICLE IV – MEMBERS

The Corporation shall have no members and no stockholders.

ARTICLE V – EXISTENCE

The existence of the Corporation shall be perpetual.

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ARTICLE VI - DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors, which initially shall consist of the following five (5) members, who are all Commissioners of the Authority:

<u>NAME</u>	<u>ADDRESS</u>
Muriel Thome	2653 Avenue C S.W. Winter Haven, FL 33880
Breezi K. Hicks	2653 Avenue C S.W. Winter Haven, FL 33880
Jimnie Lee Hudson	2653 Avenue C S.W. Winter Haven, FL 33880
James E. Hogan	2653 Avenue C S.W. Winter Haven, FL 33880
Kyree Wilson	2653 Avenue C S.W. Winter Haven, FL 33880

The number of Directors may be raised or lowered to correspond to the number who serve on the Board of Commissioners of the Authority, but shall in no case be less than three (3). The Board of Directors must be composed of the then current Board of Commissioners of the Authority, and any and all members of the Board of Directors are only eligible to serve as long as they are current Board members of the Authority.

ARTICLE VII - BYLAWS

The bylaws of the Corporation shall be made and adopted by the Board of Directors and may be amended, altered or rescinded by a majority of the entire Board of Directors present at any regular or special meeting called for that purpose.

ARTICLE VIII - DISSOLUTION

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 purpose of the Corporation by transferring such assets to any charitable, scientific, religious or educational organization 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 provision of any future United States Revenue Law), or to any governmental or other entities with purposes similar to the Corporation's, such disposition to be as the Board of Directors shall determine. Any assets remaining after such disposition by the Board of Directors shall be disposed of by the Circuit Court of the county in which the Corporation's principal offices are located, pursuant to the procedures for judicial dissolution, Florida Statutes Section 617.1431.

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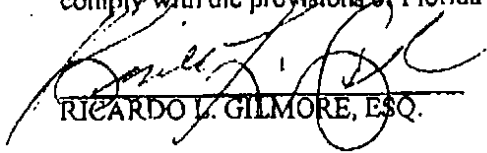
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CERTIFICATE

That POLK COUNTY MANAGEMENT AND DEVELOPMENT GROUP, INC., desiring to organize under the laws of the State of Florida, with its principal office at 2653 Avenue C S.W., City of Winter Haven, County of Polk, State of Florida 33880, has named Ricardo L. Gilmore, Esq., located at 201 East Kennedy Boulevard, Suite 600, City of Tampa, County of Hillsborough, State of Florida 33602, as its registered 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 the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping designated office open.


RICARDO L. GILMORE, ESQ.

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