

**ARTICLES OF INCORPORATION
OF
SOUTH ST. PETERSBURG COMMUNITY DEVELOPMENT FUND, INC.**

The undersigned officer(s), natural persons competent to contract for the purpose of organizing a not-for-profit corporation under the provisions of chapter 617 of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation and certify as follows:

**ARTICLE I
Name and Principal Place of Business**

The name of this corporation ("the Corporation") shall be, **SOUTH ST. PETERSBURG COMMUNITY DEVELOPMENT FUND, INC.**, and its initial principal place of business shall be: c/o Mt. Zion Human Services , 945 20th Street South, St. Petersburg, Florida 33712.

**ARTICLE II
Term**

This Corporation shall commence existence upon the date of signing of these Articles of Incorporation by the Incorporator and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III
Purpose and Powers**

This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), not for pecuniary profit, including the performance of the following activities exclusively for such purposes, except as restricted by Article XI herein:

A. To adhere to the purposes for which a Corporation may be chartered under the laws relating to not-for-profit corporations as set forth in Chapter 617, Florida Statutes, as currently in force and as amended from time to time, according to which no assets or income of the Corporation shall be distributable to or inure to the benefit of the members, directors or officers.

B. To foster small business growth and entrepreneurship in the South St. Petersburg Community Redevelopment Area (SSPCRA) and to facilitate affordable housing opportunities in the SSPCRA.

C. To operate exclusively in any other manner for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt

organizations under the IRC, as amended, including private foundations and private operating foundations.

ARTICLE IV
Registered Office and Registered Agent

The street address of the initial registered office of this Corporation is 2900 Desoto Way South, St. Petersburg, Florida 33712, and the name of the initial registered agent of this Corporation at that address is Gypsy C. Gallardo.

ARTICLE V
Members

The corporation does not have initial members, however members may be so designated by the Board of Directors. If designated, the Bylaws shall be amended to designate member class or classes, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities of the members shall be set forth in the Bylaws

ARTICLE VI
Manner of Election or Appointment of Directors

Management of this Corporation shall be vested in a Board of Directors as designated in the Bylaws. The number, term of office, powers, authority and duties of directors, the time and place of meetings and other regulations concerning directors of the Corporation shall be prescribed in the Bylaws of the Corporation, however the Board shall never consist of fewer than three (3) directors. Additional requirements of the Board of Directors may be implied under the Bylaws of the Corporation. The names and street addresses of the initial members of the Board of Directors are:

Louis Murphy Sr., 2551 Tropical Shores Dr. S.E., St. Petersburg, Florida 33705

Gypsy C. Gallardo, P.O. Box 15006, St. Petersburg, Florida 33733

Albert Lee, 1920 E. Hillsborough Avenue, Ste. 222, Tampa, Florida 33610

Ernest Coney, 1907 E. Hillsborough Avenue., Ste. 100, Tampa, Florida 33610

ARTICLE VII
Officers

The officers shall be elected or appointed in accordance with the Bylaws of the Corporation.

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ARTICLE VIII
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE IX
Amendment

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors.

ARTICLE X
Incorporator

The name and street address of the Incorporator of the Corporation is as follows:

Gypsy C. Gallardo, P.O. Box 15006, St. Petersburg, Florida 33733

ARTICLE XI
Restrictions and Interpretation

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. The net earnings and assets of the Corporation may be distributed to its member, if any, provided such member is at that time a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

Section 2. Notwithstanding any other provision of these Articles of Incorporation to the contrary, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. Notwithstanding any other provision of these Articles of Incorporation to the contrary, if at any time the Corporation shall be deemed to be a private foundation as defined by section 509 of the Code, then so long as the Corporation is deemed a private foundation, it shall not (a) as provided in Section 508(e) of the Code, fail to require its income for each taxable year to be distributed at such time and in such manner as to not subject the Corporation to tax under Section 4942 of the Code, (b) engage in any act of self-dealing as defined in section 4961(d) of the Code, (c) retain any excess business holdings as defined in Section 4963(c) of the Code, (d) make any investments in such manner as to subject the corporation to tax under Section 4944 of the code, and (e) make any taxable expenditures as defined in Section 4945(d) of the Code.

Section 4. No substantial part of the activities of the Corporation shall be carrying on 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.

Section 5. All references herein to the provisions of the Internal Revenue Code of 1986 shall include both amendments thereto and the corresponding provisions of any future federal tax code.

ARTICLE XII **Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the residual assets of the Corporation to its member, provided such member is an organization described in Section 501(c)(3). If not, the Board of Directors shall dispose of such residual assets exclusively for one or more of the purposes of the Corporation which may include distribution to any organization or organizations organized and operated exclusively for one or more of such exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall distribute all of the residual assets of the Corporation to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 one or more of the purposes of the Corporation.

ARTICLE XIII **Headings and Captions**

The headings or captions of these various Articles of Incorporation are inserted for convenience of reference only and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereto set her hand and seal this 30 day of June 2022 for the purposes of forming this Corporation not for profit under the laws of the State of Florida.

Gypsy C. Gallardo

Gypsy C. Gallardo
Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 617.0501, Florida Statutes, the following is submitted:

SOUTH ST. PETERSBURG COMMUNITY DEVELOPMENT FUND, INC. (the "Corporation") is desiring to organize as a domestic corporation or qualify under the Laws of the State of Florida with its initial principal place of business at 955 20th Street South, St. Petersburg, Florida 33712, and designates, **Gypsy C. Gallardo**, whose address is 2900 Desoto Way South, St. Petersburg, Florida 33712, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for **SOUTH ST. PETERSBURG COMMUNITY DEVELOPMENT FUND, INC.** (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 617.0503, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 30 day of June 2022.

Gypsy C. Gallardo

Gypsy C. Gallardo

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