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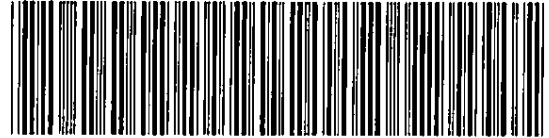
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COVER LETTER

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

SUBJECT: Martin County Community Land Trust, 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: Christopher D. Johns
Name (Printed or typed)

360 South Rosemary Avenue, Suite 1100
Address

West Palm Beach, FL 33401
City, State & Zip

561-640-0820
Daytime Telephone number

cjohns@llw-law.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
MARTIN COUNTY COMMUNITY LAND TRUST, INC.

The undersigned Incorporator, is a non-profit corporation with its principal place of business in Florida, hereby files these Articles of Incorporation to form a non-profit corporation (the "Non-Profit Corporation") under the non-profit corporation laws of the State of Florida.

ARTICLE I

Name

The name of the Non-Profit Corporation shall be Martin County Community Land Trust, Inc.

ARTICLE II

Principal Office

The principal office of the Non-Profit Corporation will be first located in Martin County at the following address:

12212 S.E. Lantana Avenue,
Hobe Sound, FL 33455

ARTICLE III

Nature of Business

The Non-Profit Corporation is organized exclusively for charitable and educational 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. Such purposes also include:

- (1) Doing all things necessary for the provision and preservation of short-term and long-term, safe and sanitary attainable housing in Martin County, including but not limited to acquiring land to be held in perpetuity primarily for attainable housing; constructing and renovating structures to provide attainable housing; providing and subsidizing attainable housing for qualified individuals; engaging in or assisting in the development, financing, or operation of attainable housing projects in Martin County; educating the public about attainable housing and related topics; and related activities.
- (2) Cooperating, including in the provision and acceptance of grant funding, with other charitable organizations that are working to provide attainable housing.

- (3) To receive, maintain, and accept as assets of the Non-Profit Corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, corporation, or other entity, to be held, administered, and disposed of exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these articles of incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such a manner as shall require the disposition of income or principle to any organization other than a charitable organization or for any persons of the charitable purposes which would jeopardize the status of the Non-Profit Corporation as an entity exempt from income tax to it to the relevant provisions of the Internal Revenue Code, as amended.

ARTICLE IV

Incorporator

The name and street address of the Incorporator of this Non-Profit Corporation are as follows:

Christopher D. Johns
360 South Rosemary Avenue, Suite 1100
West Palm Beach, Florida

ARTICLE V

Term of Non-Profit Corporate Existence

The Non-Profit Corporation shall exist perpetually unless dissolved in accordance with applicable laws.

ARTICLE VI

Address of Registered Office and Registered Agent

The address of the initial registered office of the Non-Profit Corporation in the State of Florida shall be 12212 S.E. Lantana Avenue, Hobe Sound, FL 33455. The name of the initial registered agent of the Non-Profit Corporation at the above address shall be the Banner Lake Club, Inc. The Board of Directors (the "Board") may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VII

Number of Directors

The Board of Directors (the "Board") will handle the business of the Non-Profit Corporation and will consist of at least five Directors, the exact number to be determined from time to time in accordance with the Bylaws. The Directors shall be elected or appointed from time to time in accordance with the Bylaws; provided however, at least one Director shall be an appointee of Martin County, such appointee being subject to approval by the Board.

ARTICLE VIII

Initial Board of Directors

3.1 Initial Board Members. The following individuals shall comprise the initial Board:

- (1) **Harold Jenkins**
Martin County Board of County Commissioners
2401 S.E. Monterey Road
Stuart, FL 34996
- (2) **Emily Crisp**
The Banner Lake Club
12212 S.E. Lantana Avenue
Hobe Sound, FL 33455
- (3) **Elizabeth Barbella**
The Community Foundation Martin St. Lucie
851 S.E. Monterey Commons Boulevard
Stuart, FL 34996
- (4) **Carol Houwaart-Diez**
United Way of Martin County
10 S.E. Central Parkway, Suite 101
Stuart, FL 34994
- (5) **Mike Readling**
Habitat for Humanity of Martin County
2090 N.W. Federal Highway
Stuart, FL 34994
- (6) **Rob Ranieri**
House of Hope
2484 S.E. Bonita Street
Stuart, FL 34997
- (7) **Alfred Miller**
The Banner Lake Club
12212 S.E. Lantana Avenue
Hobe Sound, FL 33455

3.2 Organizational Meeting. After incorporation, the Board shall hold an organizational meeting (either in person or remotely) to adopt bylaws, appoint officers to the Executive Committee, and carry on any other business brought before the meeting. Notice of the

organizational meeting shall be provided to each of the initial board members at least 3 days prior to the meeting. The initial Board shall adopt the initial bylaws and appoint the initial officers of the Executive Committee by an affirmative vote of a majority of the Board members voting during the organizational meeting. Actions required of the initial Board may be taken without an organizational meeting if the action taken is evidenced by one or more written consents describing the action taken and signed by each initial Board member.

3.3 Terms of Initial Board Members. Initial Board members selected to serve as Officers of the Executive Committee shall serve for three (3) years, all others shall serve for two (2) years from the date of the Organizational Meeting. Terms of board member elected to serve after the initial Board shall be determined by the Bylaws.

ARTICLE IX

Officers

The Non-Profit Corporation shall have a President, a Vice President, a Secretary, a Treasurer, (the "Officers") and may have additional or different Officers as designated by the Board pursuant to the Bylaws.

ARTICLE X

Transactions in Which Directors or Officers Are Interested

10.1 Any contract or other transaction between the Non-Profit Corporation and one or more of its Directors or Officers, or between the Non-Profit Corporation and any other corporation, firm, or entity in which one or more of the Non-Profit Corporation's Directors or officers are directors or officers, or have a financial interest, shall not be void or voidable solely because of such relationship or interest, or solely because such Director(s) or officer(s) are present at or participate in the meeting of the Board which authorizes, approves or ratifies such contract or transaction, if:

- (1) The fact of such relationship or interest is disclosed or known to the Board which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Director or Directors; or
- (2) The fact of such relationship or interest is disclosed or known to the Board entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- (3) The contract or transaction is fair and reasonable as to the Non-Profit Corporation at the time it is authorized.

10.2 Directors with relationships or interests affected by the potential contract or transaction may not be counted in determining the presence of a quorum at a meeting of the Board which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XI

Miscellaneous

Other lawful provisions, for the conduct and regulation of the business and affairs of the Non-Profit Corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the Non-Profit Corporation, or of its Directors, are as follows:

- (1) No part of the net earnings of the Non-Profit Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Non-Profit 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 (Nature of Business) above.
- (2) No substantial part of the activities of the Non-Profit Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Non-Profit 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.
- (3) Notwithstanding any other provision of these articles, the Non-Profit Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the 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 Internal Revenue Code, or the corresponding section of any future federal tax code.
- (4) Upon the dissolution of the Non-Profit 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 the 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 purpose. Except as may otherwise be provided in any real estate documents, all real property provided by Martin County to the Non-Profit Corporation shall revert to Martin County to be used exclusively for attainable housing purposes in the event of the dissolution of the Non-Profit Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Non-Profit 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.
- (5) Membership shall be in accordance with the Bylaws.

2023

- (6) Directors shall not receive payment for their service on the Board or as Officers except as provided below. Directors may receive reimbursement for reasonable out-of-pocket expenses incurred that are connected to the Non-Profit Corporation's business and that are accounted for within a reasonable period of time. The Director must also return any amounts of excess expenses within a reasonable period of time. The Board may from time to time develop guidelines and/or additional requirements for reimbursement not inconsistent with these Articles of Incorporation. This provision shall not be read to prevent a Director or an Officer from contracting for services with the Non-Profit Corporation, provided that any such contract conforms with Article X (Transactions in Which Directors or Officers are Interested) of these Articles of Incorporation and any other Conflict of Interest policies included in the Bylaws.

ARTICLE XII

Amendment

These Articles may be amended as provided in the Bylaws.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated herein, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

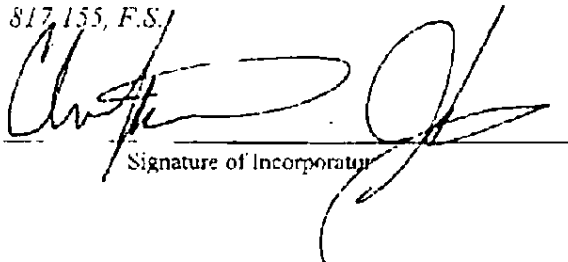


Signature of Registered Agent

7/19/2023

Date

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



Signature of Incorporator

7/19/2023

Date