

Electronic Articles of Incorporation For

**N23000010338
FILED
August 24, 2023
Sec. Of State
olsimmons**

B&C PROPERTY SOLUTIONS INC

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

B&C PROPERTY SOLUTIONS INC

Article II

The principal place of business address:

301 W. BAY STREET SUITE 14135
JACKSONVILLE, FL. 32202

The mailing address of the corporation is:

301 W. BAY STREET SUITE 14135
JACKSONVILLE, FL. 32202

Article III

The specific purpose for which this corporation is organized is:

B&C PROPERTY SOLUTIONS, LNC. DELIVERS HIGH-QUALITY
AFFORDABLE HOUSING AND SERVICES THAT TRANSFORM LIVES
AND STRENGTHEN COMMUNITIES.

Article IV

The manner in which directors are elected or appointed is:

AS PROVIDED FOR IN THE BYLAWS.

Article V

The name and Florida street address of the registered agent is:

MICHAEL WEATHERS
301 W. BAY STREET SUITE 14135
JACKSONVILLE, FL. 32202

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: MICHAEL WEATHERS

Article VI

The name and address of the incorporator is:

LINDA FORDE
5150 BELFORT RD BLDG 300

JACKSONVILLE, FL 32256

Electronic Signature of Incorporator: LINDA FORDE

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that 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. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: DIR
CHRISTOPHER GONZALEZ
325 CALUMET DR
ST JOHNS, FL. 32259

Title: DIR
BRIAN WALLS
15 DEL MAR CIR
ST AUGUSTINE, FL. 32086

Title: P
MICHAEL WEATHERS
4000 ST JOHNS AVE # 5305
JACKSONVILLE, FL. 32205

Title: VP
MEGAN GONZALEZ
325 CALUMET DR
ST JOHNS, FL. 32259

Title: VP
GAYLE WALLS
15 DEL MAR CIR
ST AUGUSTINE, FL. 32086

Article VIII

The effective date for this corporation shall be:

08/17/2023

N2300000338

THE
FORDE FIRM
L L C

• YOUR NON-PROFIT PLUS ACCOUNTING FIRM •

5150 Belfort Road, Bldg. 300, Jacksonville, FL 32256
Phone: (904) 725-5832 Fax: (904) 727-6835
Email: office@fordefirm.com

Linda R. Forde, C.P.A.*
Megan McAtee, C.P.A., M.Acc.*
David R. Forde, Ph.D.
Alex Lawlor, M.B.A.
Mohamed Camara, M.B.A.
McArthur Banks, Jr., B.F.A.
Patrick Smith
Jessica Marshall
Jo Ann Bianco-Jones
Katrina Jones
Robert Forde

* MEMBER OF
AMERICAN AND FLORIDA
INSTITUTES OF
CERTIFIED PUBLIC ACCOUNTANTS

August 29, 2023

Stacy
SunBiz.Org

2023 AUG 29 AM 11:06

Dear Stacy:

Attached, please find the Articles of Incorporation and the SunBiz filing for B&C Property Solutions, LLC. This is indeed the same client and the same Principals.

If you have any further questions, please contact me.

Thank you kindly,

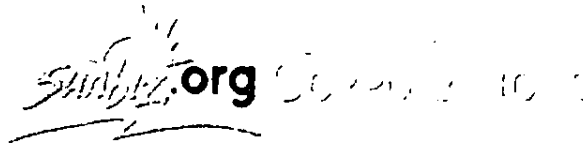


Linda Forde, CPA
The Forde Firm, LLC
5150 Belfort Road
Bldg #300
Jacksonville, FL 32256
(904) 725-5832 Ext 5

Jbj/Attachments



Helen McMurry Burke
8/29/2023



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Detail by Entity Name

Florida Limited Liability Company
B&C PROPERTY SOLUTIONS, LLC

Filing Information

Document Number L23000328510
FE/EIN Number NONE
Date Filed 07/11/2023
State FL
Status ACTIVE

Principal Address

15 DEL MAR CIR
ST AUGUSTINE, FL 32086

Mailing Address

15 DEL MAR CIR
ST AUGUSTINE, FL 32086

Registered Agent Name & Address

WALLS, BRIAN
15 DEL MAR CIR
ST AUGUSTINE, FL 32086

Authorized Person(s) Detail

Name & Address

Title MBR

GONZALEZ, CHRISTOPHER
325 CAUMET DRIVE
ST JOHNS, FL 32259

Title MBR

WALLS, BRIAN
15 DEL MAR CIR
ST AUGUSTINE, FL 32086

Annual Reports

No Annual Reports Filed

ARTICLES OF ORGANIZATION AND BYLAWS

B&C PROPERTY SOLUTIONS, INC

Vision:

B&C Property Solutions, Inc. (BCPS) developments are platforms for community change. Resident lives are transformed by the support and stability of housing they can afford. Quality construction and collaborative partnerships enhance city spaces. It's building for good.

Mission:

B&C Property Solutions, Inc. delivers high-quality affordable housing and services that transform lives and strengthen communities.

ARTICLE I. NAME

The name of this corporation is B&C Property Solutions, Inc, of the City of Jacksonville, County of Duval, State of Florida.

ARTICLE II. PURPOSE AND PREROGATIVES

The purpose of this organization shall be to:

- Acquire and rehabilitate properties in the Northeast Florida area. These properties will then be rented to the community with a focus on lower income families.
- Own, hold in trust, use, sell, convey, mortgage, lease, or otherwise acquire or dispose of such property (real or chattel) as may be needed for accomplishing the mission of the organization.

ARTICLE III. MEETINGS

• **Section 1. Order of Business:**

In order to expedite the work of the organization business meetings and the Board of Directors meetings and to avoid confusion in deliberations, all meetings shall be governed by the accepted rules of parliamentary procedure. The parliamentary authority shall be *Robert's Rules of Order, (any current edition)*, and it shall apply when it is not inconsistent with the Bylaws or any special rules of order that this organization may adopt in the future.

• **Section 2. Membership Meetings:**

- a. **Annual:** The annual meeting of the members of this corporation shall be held no later than the 30th day of December, in each year. Notice of said meeting shall be provided in printed or electronic format and made available to the members not less than ten (10) nor more than fifty (50) days before the date of said annual meeting.
- b. **Special:** Special meetings of the members of this corporation may be called from time to time at the discretion of the Executive Director or the Board of Directors. Notice of all special meetings shall be given by the Secretary (officer on the Board of Directors) and shall state the purpose or purposes for which the meeting is to be called. Notice of said meeting shall be provided in printed or electronic format and made available to the members not less than ten (10) nor more than fifty (50) days before the date of said business meeting. No other business shall be considered at any special meeting other than that described in said notice.
- c. **Quorum:** The members present at any duly called business meeting shall constitute a quorum.

- d. **Adoption:** The vote of a majority of those votes entitled to be cast by the members present shall be necessary for adoption of any matter voted upon by the members unless a greater proportion is required by laws, the Articles of Incorporation, or the Bylaws.

- **Section 3. Board of Directors:**

- a. **Regular:** The Board of Directors of this corporation shall hold regular monthly board meetings and such special meetings as they shall deem necessary for the competent management of the affairs of the corporation.
- b. **Special:** Special meetings may be called as needed by the Executive Director or a majority of the directors, providing at least one day's notice to all directors. This period may be shortened by mutual consent. Meetings may be conducted in person or by conference call, within the parameters of Florida State non-profit corporate law. Neither the business to be transacted at, nor the purpose of, any regular meeting need be specified.
- c. **Quorum:** One-half of the members of the Board of Directors shall constitute a quorum.
- d. **Notice and Consent:** The Board of Directors shall not meet without notification to the executive director and with his/her consent. The executive director shall preside at all meetings unless he/she appoints someone to act on his/her behalf.
- e. **Nomenclature:** The Board of Directors shall be referred to as the Board of Directors, and individual members as directors or board members.

ARTICLE IV. CORPORATE MANAGEMENT

- **Section 1. Leadership Team:**

The Leadership Team of this organization consists of the Executive Director and Director of Operations and Board of Directors. The Leadership Team, under the direction of the Executive Director shall establish and keep current the purposes, core values, vision, and mission of the organization. The Board of Directors may establish Organizational, Operational, or Policy Manuals as needed to provide guidance to the Leadership Team in establishing processes for accomplishing the mission of the organization.

- **Section 2. Board of Directors:**

This organization shall be governed by one Board of Directors which shall be known as the Board of Directors.

- a. **Composition:** The Board of Directors shall consist of at minimum the Officers, with a maximum of 7, not including the President.
- b. **Qualifications:** Directors and Officers shall be persons, male or female, and shall be at least 21 years old.
- c. **Election/Terms of Office:** The person must receive a 2/3 majority of votes cast for each vacant office to constitute ratification/election. Members of the board of directors shall serve for a period of three (3) years and shall be chosen by ratification of the board of directors in such a manner that the terms of at least one (1) director shall be ratified each year. Alternating the director selection process is to prevent re-election of all Board members at the same time. Upon completion of a director's term, the Executive Director shall consult with the Board President to make a determination to either re-nominate the director, or to choose a successor via the nominating committee process. A director shall serve no more than three consecutive terms followed by a required minimum one year period prior to re-election to the board.
- d. **Duties:**
 - 1. The internal business affairs of this corporation shall be managed by its Board of Directors.
 - 2. The Board of Directors shall be authorized to transact all business for this organization.
 - 3. The Board of Directors shall be specifically responsible for overseeing the business activities of this corporation, including but not limited to the entering into of contracts, owning, holding in trust, using, selling, conveying, mortgaging, leasing, or otherwise acquiring or disposing of such property (both real

and chattel) as may be needed for the prosecution of its work. They shall serve as trustees of the corporation and be responsible for maintenance of organization buildings and equipment.

4. The Board of Directors shall act in an advisory capacity with the Executive Director in all matters pertaining to the organization. They may assist the Executive Director as needed or requested and as their own gifts and abilities allow. They may set policies and determine the means to facilitate and fulfill the organization's mission, vision, purposes and values.
5. The Board of Directors is authorized to appoint such teams or committees as may be necessary for the accomplishing the mission of the organization. All teams or committees so appointed shall be amenable to and work under the supervision of the Executive Director or leadership team.
6. To facilitate the ministry and mission of the organization, the Board of Directors may establish such Organizational, Operational, or Policy Manuals as may be necessary.
- e. **Vacancy:** In the event a vacancy occurs on the Board of Directors, they shall be empowered to appoint a successor, following the normal nominating committee process as prescribed in c. under this section.
- f. **Removal:** With the exception of the Executive Director, any member of the Board of Directors (including Officers) may be removed without cause by two-thirds' vote of those directors present constituting a quorum at any annual or special meetings of the board of directors of this organization. Any Director so removed shall have no right to appeal.

- **Section 3. Officers:**

- a. Officers of this corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. Any two or more offices may be held by the same person except the offices of the President and the Secretary.
- b. All officers shall be members of the Board of Directors.

- **Section 4. The President/Vice-President:**

The President shall convene meetings and preside over the meetings of the organization. The Vice-President is to fill in for the President in the event of absence.

- **Section 5. The Corporate Secretary:**

- a. **Election:** The manner in which the Corporate Secretary is elected, and his/her term of office shall be as delineated in Article IV., Section 2.c of these Bylaws.
- b. **Duties:**
 1. The Corporate Secretary's duties shall include keeping a true and accurate record of all business meetings of the organization and the Board of Directors. The Corporate Secretary may personally fulfill the duties or delegate as agreed to by the Board of Directors.
 2. The Corporate Secretary shall be custodian of all legal documents and shall be authorized to sign all official and legal documents, to conduct organization correspondence where required, and to perform any other functions as are customary or as may be directed by the organization or Board of Directors.
- c. **Removal:** The Secretary may be removed from office pursuant to the process delineated in Article IV., Section 2.f of these Bylaws.

- **Section 6. The Treasurer:**

- a. **Election:** The manner in which the Treasurer is elected, and his/her term of office shall be as delineated in Article IV., Section 2.c of these Bylaws.
- b. **Duties:**
 1. The Treasurer's duties may be delegated to a bookkeeper or accountant and shall include being the overseer and custodian of all organization funds which shall be deposited into bank accounts as designated by the Board of Directors.

2. The Treasurer shall be authorized to sign checks and make disposition of funds as may be required in the accurate conduct of organization business under the supervision of the Board of Directors and consistent with this or any other provision of these Bylaws.
 3. The Treasurer shall give a financial report to the Board of Directors at its monthly meeting.
 4. The Treasurer shall perform any other functions that may be customary or as may be directed by the organization or the Board of Directors.
 5. All the duties of the Treasurer may be delegated to others following consultation and consensus by the Board of Directors.
- c. Removal: The Treasurer may be removed from office pursuant to the process delineated in Article IV., Section 2.f of these Bylaws.

ARTICLE V. DEPARTMENTS, TEAMS, AND COMMITTEES

The Board of Directors shall appoint such departments, teams, and committees as is necessary to accomplish the mission of the organization and manage its affairs. All such entities shall operate under the supervision of and be amenable to the Board of Directors. Additional guidance may be provided in Organizational, Operational, or Policy Manuals at the discretion of and with the oversight of the Board of Directors.

ARTICLE VI. COMPENSATION AND REMUNERATION

The Executive Director and other persons who are supported in whole or part by this organization shall have such compensation reviewed by the Board of Directors at least thirty (30) days prior to the commencement of this organization's fiscal year and periodically, as needed.

ARTICLE VII. PROPERTY AND CONTRACTS

All property, real or chattel, shall be held in the name of this corporation.

- Real Property: No real property of this organization shall be purchased, sold, leased, mortgaged (does not apply to re-financing an existing mortgage or extension of lines of credit), or otherwise alienated without same having been authorized by a least a two-thirds' vote of those active voting partners present and voting at any annual or special meeting called for such purpose except those real property transactions amounting to \$750,000.00 or less.
- Personal Property: The Board of Directors shall have authority for all purchases and sale of all personal property on behalf of the organization.
- Contracts: The Board of Directors of Directors shall have authority to negotiate and sign all contracts on behalf of this organization and may authorize the President or other Directors or Officers to do so in writing.

ARTICLE VIII. DISSOLUTION

In the event that this corporation ceases to function or is dissolved for any reason, its assets shall be distributed to another nonprofit with intent of following donor restrictions as closely as possible, provided it qualifies at such time for exemption as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or a successor statute.

ARTICLE VIII. RECORDS

The B&C Property Solutions, Inc shall, pursuant to the provisions of RCW 24.03.135 (Florida State) or TITLE 30, CORPORATIONS CHAPTER 3 FLORIDA NONPROFIT CORPORATION ACT 30-3-131, maintain an open records policy for members. However, members' right to access such records shall not include records containing personal information of a private nature about any specific individual. Such limitations include, but may not be limited to, credential and personnel files, disciplinary records, individual donation, or compensation records.

Article XIV: INDEMNIFICATION

The corporation has the power to indemnify (including the power to advance expenses to) its Directors, officers, employees, and agents made a party to a proceeding, as defined in the Florida Business Corporation Act, without regard to the limitations in RCW 23B.08.510 through 23B.08.550; provided, however, that no such indemnity shall indemnify any such Director, officer, employee, or agent from or on account of:

- acts or omissions of such Director, officer, employee, or agent finally adjudged to be intentional misconduct or a knowing violation of law;
- conduct of the Director, officer, employee, or agent finally adjudged to be in violation of RCW 23B.08.310; or
- any transaction with respect to which it was finally adjudged that such Director, officer, employee, or agent personally received a benefit in money, property, or services to which such person was not legally entitled.

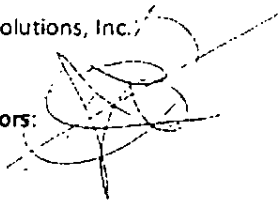
ARTICLE X. AMENDMENTS

Amendments to these Bylaws may be made at any regular or special meetings of the members of this organization, provided notice of proposed amendments in written or electronic format has been made available to all directors no less than three weeks prior to consideration. Such proposed amendments shall be adopted upon receiving a sixty percent (60%) vote of legal ballots cast by voting members present. Note: Only those voting members present shall have the right to cast a vote. Absentee ballots or voting by proxy shall not be accepted.

B&C Property Solutions, Inc.

By:

Board of Directors:

A handwritten signature in black ink, appearing to be a stylized 'S' or 'B' with a long horizontal stroke extending to the right, positioned over the 'Board of Directors:' text.

7/11/23, 2:12 PM

Division of Corporations

L230002430323

Florida Department of State
Division of Corporations
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B&C PROPERTY SOLUTIONS, LLC

Certificate of Status	0
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Estimated Charge	\$155.00

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