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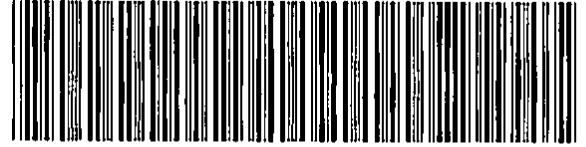
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(Jimmy Crawford) 573
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2024 MAR 21 AM 9:50

SECRETARY OF STATE
TALLAHASSEE, FL

MAY 03 2024

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Groveland Community Land Trust Corporation

DOCUMENT NUMBER: N23000014439

Amended Articles of Incorporation
The enclosed ~~Articles of Amendment~~ and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Steve Smith

(Name of Contact Person)

Groveland Community Land Trust Corporation

(Firm/ Company)

P.O. Box 121129

(Address)

Clermont, FL 34712

(City/ State and Zip Code)

stevesmith@nbctfl.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Erin Wysocki - Legal Assistant - Crawford, Modica & Holt

352

432-8644

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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2024 MAR 21 AM 9:50
SECRETARY OF STATE



For Information

FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 22, 2024

STEVE SMITH
GROVELAND COMMUNITY LAND TRUST
P.O. BOX 121129
CLERMONT, FL 34712

SUBJECT: GROVELAND COMMUNITY LAND TRUST CORPORATION
Ref. Number: N23000014439

We have received your document for GROVELAND COMMUNITY LAND TRUST CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Operations Manager A

Letter Number: 524A00001320

*Rec'd
3-21*

**AMENDED ARTICLES OF
INCORPORATION OF
GROVELAND COMMUNITY LAND TRUST CORPORATION
a Florida Not For Profit Corporation**

The undersigned subscribers to these Amended Articles of incorporation, natural persons competent to contract, hereby form a corporation not for profit under the "Florida Not For Profit Corporation Act," Chapter 617, Florida Statutes.

FILED
2024 MAR 21 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Corporation is: GROVELAND COMMUNITY LAND TRUST CORPORATION

**ARTICLE II
TERM OF EXISTENCE**

The date and time of the commencement of the corporate existence of the Corporation shall be as of November 30, 2023, and this Corporation shall exist perpetually, unless sooner dissolved under Florida law.

**ARTICLE III
CHARITABLE PURPOSE AND POWER**

1. The Corporation is organized and shall be operated exclusively for charitable and educational purposes, to maintain and operate, and to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable and educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or they may hereafter be amended.
2. The specific and primary purposes are:
 - a. To provide opportunities for very low, low and moderate income families to secure housing within the City of Groveland that is decent and affordable and that is controlled by the residents on a long-term basis.
 - b. To preserve the quality and affordability of housing within the City of Groveland for future very low, low and moderate income families of said community.
 - c. To combat community deterioration in economically disadvantaged neighborhoods within the City of Groveland by promoting the development, rehabilitation, and maintenance of decent housing in these neighborhoods; by promoting economic opportunities for very low, low and moderate income families of these neighborhoods; by making land available for projects and activities that improve the quality of life in these

neighborhoods; and by assisting residents of these neighborhoods in improving the safety and well-being of their community.

- d. To protect, within the City of Groveland, the natural environment and to promote the ecologically sound use of land and natural resources and the long-term health and safety of the community.
 - e. To discover and memorialize the history, culture, and architecture of the City of Groveland; to research, educate, discover, procure, purchase, restore and assure the preservation of buildings, land, homes, or other articles which may relate to the history, culture, and architecture of said community.
3. Any land acquired by the Corporation shall be held for the benefit of the local community in accordance with the corporate purposes.
- a. Land held by the Corporation may be leased to persons, households, or other legal entities for such uses and on such terms that are consistent with the purposes of the Corporation, the Articles of Incorporation, as amended, and the Bylaws.
 - b. The decision to mortgage or otherwise encumber land owned by the Corporation shall require the approval of the Board of Directors and the consent of any persons to whom the land in question is leased, such consent which shall not be unreasonably withheld.
 - c. Land shall not be sold by the Corporation except in extraordinary circumstances when such sale is considered a necessary means of achieving a purpose of the Corporation. No land shall be sold without:
 - i. The approval of at least two-thirds of the entire Board of Directors.
 - ii. The consent of any persons to whom the land in question is leased, such consent which shall not be unreasonably withheld.
 - iii. The approval of at least two-thirds of the Voting Members of the Corporation present at a regular or special membership meeting, a quorum being assembled.
4. It is a purpose of the Corporation to provide for the continued affordability of housing and other improvements on the Corporation's land for very low, low and moderate-income families in the future. As such, for the purpose of preserving affordability, the Board of Directors and Members of the Corporation shall adopt, in accordance with the Bylaws, a "resale formula," which shall be used in accordance with the Bylaws to limit the resale price of housing or other improvements on land leased by the Corporation to very low, low and moderate income families. Said resale formula shall also be used to determine the price at which the Corporation will have the option to purchase housing or other improvements from lessees. Provisions for such an option, including the "resale formula" thus adopted, shall be included in all leases issued by the Corporation. To the extent possible, the "resale formula" shall:

- a. Allow the lessees from whom the housing is purchased to receive a price that fairly represents a portion of the value that the lessees have invested in that property; and
 - b. Limit the price of the property to an amount that will be affordable for other very low, low and moderate income families.
- 5. In furtherance, but not in limitation, of the foregoing charitable purposes, the Corporation shall have the full power and authority to:
 - a. Conduct programs and activities; raise and solicit funds; request and receive grants, gifts, contributions, dues and bequests of money and property; or acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures and distributions to or for the benefit of other organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or they may hereafter be amended.
 - b. Carry on all the other activities allowed by the laws of the State of Florida and the United States for a charitable and educational organization, including, but not limited to, such activities as are incidental to the foregoing purposes and powers.
 - c. Borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business.
 - d. Within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or they may hereafter be amended, to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Amended Articles of Incorporation including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, or as the same may be amended.
 - e. Hold title to real and personal property; obtain real and personal property by donation, purchase, or otherwise; bargain, sell, convey, exchange, transfer, lease, grant, donate, or otherwise dispose of or acquire real and personal property in accord with these Amended Articles of Incorporation; mortgage, pledge, or otherwise encumber or create a security in, all or any, of the Corporation's real and personal property or any interest therein in accord with these Amended Articles of Incorporation.

6. The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article III and as are exclusively charitable under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or they may hereafter be amended.

ARTICLE IV PUBLICLY SUPPORTED TAX-EXEMPT NONPROFIT CORPORATION

1. The Corporation shall be neither organized nor operated for pecuniary gain or profit. Moreover;
 - a. No part of the net earnings of the Corporation shall ever inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the Corporation, or any other private person (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no member, director, officer, or trustee of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Except as above provided, the Corporation shall not afford pecuniary gains, incidentally or otherwise, to its members, directors, officers or other private persons.
 - b. 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 publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.
 - c. Notwithstanding any other provisions of the Amended Articles of Incorporation, the Corporation is organized exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any other activities not permitted to be carried on:
 - i. By a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986; or
 - ii. By a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

2. It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)3 of the Internal Revenue Code of 1986 and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986. All terms and provisions of these Amended Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE V MEMBERSHIP

1. Membership of the Corporation, who shall have full voting rights, in accordance with the Bylaws, shall be as follows:
 - a. The Initial Members, who shall have full voting rights for only the first Annual Meeting, shall be those persons who have attended at least one of the "organizational meetings," expressed an interest of support for the community land trust model, submitted an application for initial membership, and reside or work within the City of Groveland. The "organizational meetings" are those meetings held under the sponsorship of the City of Groveland or by the Corporation, including, but not limited to the meetings in the effort to organize the Corporation or to introduce the purposes of the Corporation to the community or the concept of the community land trust model.
 - b. The Voting Members, who shall have full voting rights in accordance with the Bylaws subsequent to the first Annual Meeting, shall consist of and be:
 - i. Lessee Members: All "Lessees," which term shall mean all person (s) who lease land or housing from the Corporation or who lease or own housing located on land leased by another entity from the Corporation; and
 - ii. General Members: All other persons who qualify as General Members under the Bylaws.
 - iii. Notwithstanding anything herein to the contrary, at least two General Members shall be be representatives from the municipal organization of the City of Groveland, Florida; one will be a staff member representative and the second will be an elected official.
2. A classification of non-voting members, deemed the Supporting Membership and Youth Membership, and the rights thereof shall be provided for in the Bylaws.
3. The Corporation shall provide for equal membership and employment opportunities to all persons regardless of race, color, religion, gender, age, or national origin.

ARTICLE VI
BOARD OF DIRECTORS

1. The Corporation shall be governed by a Board of Directors. At the first Annual Meeting the Initial Members, and thereafter in accordance with the Bylaws, shall elect a Board of Directors consisting of no more than seven (7) persons as follows:
 - a. Two of the Directors shall be nominated and elected, in accordance with the Bylaws, and must be residents of the City of Groveland.
 - b. Two of the Directors shall be nominated and elected, in accordance with the Bylaws, and must be representatives from the municipal organization of the City of Groveland, Florida; one will be a staff member representative and the second will be an elected official.
 - c. Three of the Directors shall be nominated and elected, in accordance with the Bylaws, to represent the public interest.
2. The Directors shall be members of the Corporation and shall be eighteen (18) years old or older. A quorum of the Board of Directors shall consist of a majority of the Board of Directors currently serving, provided that at least one representative from each of the three categories of Directors is present as set forth in the Bylaws, unless a duly adopted provision of the Bylaws requires a higher percentage.
3. The names and addresses of the individuals, each of whom are eighteen (18) years old or older, constituting the Initial Directors of the Corporation are as follows:

STEVE SMITH
P.O. Box 121129
Clermont, Florida 34712

DEWAYNE JONES
6825 State Road 50
Groveland, Florida 34736

BARBARA GAINES
6825 State Road 50
Groveland, Florida 34736

4. The above-named Initial Directors shall serve until the regular Board of Directors are elected at the first Annual Meeting. Further, said Initial Directors shall, in accordance with Section 617.0205, Florida Statutes, after incorporation, hold an organizational meeting, at the call of a majority of the Initial Directors, to complete the organization of the Corporation by appointing officers, adopting Bylaws, and carrying on any other business brought before the meeting. The Initial Director calling the organizational meeting shall give at least three (3) days' notice thereof to each Initial Director so named above, stating the time and place of the meeting. Action required or permitted to be taken by the Initial Directors at an organizational meeting may be taken without a meeting if the

action taken is evidenced by one or more written consents describing the action taken and signed by each Initial Director.

ARTICLE VII OFFICERS

The affairs of the corporation shall be managed by a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as may be provided for by the Board of Directors from time to time in the Bylaws. The officers shall be elected by a majority vote of the Board of Directors, from among themselves, at the Annual Meeting of the Board.

ARTICLE VIII BYLAWS

1. The Bylaws for the Corporation shall be adopted as follows:
 - a. A majority of the Initial Board of Directors shall approve the Bylaws at the organizational meeting of the Corporation; and
 - b. An affirmative vote of two-thirds of the Initial Members present and voting shall be required to ratify the Bylaws at the first Annual Meeting.
2. The Bylaws shall, at a minimum, contain the quorum, notice, and voting requirements for meetings and activities of the membership.

ARTICLE IX DISSOLUTION/PRESERVATION OF ASSETS

1. Notwithstanding anything herein to the contrary, the assets of the Corporation are hereby irrevocably dedicated to charitable use. Accordingly, except as provided in this paragraph, in the event of dissolution or the termination of the Corporation, all the remaining assets and property of the Corporation, and title thereof, shall, after necessary expenses thereof, shall be turned over or distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) or other provisions of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose(s) provided such organization or entity is dedicated to the assurance of the continued affordability of housing and other improvements for very low, low and moderate income families in the future. Notwithstanding the foregoing, any and all lands and improvements conveyed, donated, given or otherwise transferred to the Corporation from the City of Groveland, Florida, including, but not limited to, such conveyance, donation, gifts, or transfers in the future by said City, shall, in the event of dissolution or the termination of the Corporation, revert, be conveyed, or otherwise be transferred to the City of Groveland, Florida. Except as otherwise provided for herein, distribution of assets and property shall be in accordance with Section 617.1406, Florida Statutes.
2. A decision to dissolve the Corporation and distribute the Corporation's assets in a particular manner in accordance with these Amended Articles of Incorporation shall require:

- a. An affirmative vote by four-fifths of the entire Board of Directors at any regular or special meeting, provided that written notice of such meeting has included a full description of the plan of dissolution; and
- b. An affirmative vote by four-fifths of the Voting Members present at a regular or special Membership meeting, a quorum being assembled, provided that written notice of such meeting, including a full description of the plan of dissolution, has been given to all Voting Members of the Corporation no later than three weeks prior to the meeting.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION

1. Subject to Paragraph 2 below, the Corporation reserves the right to amend, alter or repeal any provision contained in these Amended Articles of Incorporation in the manner now or hereafter provided by statute, and all rights conferred on members herein are granted subject to this reservation, except that no such amendment shall be made which would cause the objects of purposes of the Corporation to include any object or purpose which would be deemed to authorize this Corporation to carry on any activities which would not be exclusively charitable, or educational or which would permit part of the principal of or net earnings of the Corporation to inure to the benefit of any of its members, Directors, or officers or of any private individual.
2. The Articles of Incorporation may be amended, altered, or repealed only by:
 - a. An affirmative vote by three-fourths of the Board of Directors at any regular or special Board meeting, provided that this meeting have a quorum of at least six (6) Directors, and provided written notice of such meeting has set forth the proposed amendment or replacement, with appropriate explanations thereof; and
 - b. An affirmative vote by three-fourths of the Voting Members present at any regular or special Membership meeting, a quorum being assembled, provided that written notice of such meeting has set forth the proposed amendment or replacement, with appropriate explanations thereof.
 - c. No amendment, alteration or repeal of Article IX shall be effective unless so ratified by resolution of the City Council of the City of Groveland, Florida.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator is as follows:

JIMMY CRAWFORD
702 West Montrose Street
Clermont, Florida 34711

ARTICLE XII
INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT OF CORPORATION

The initial principal office shall be 6825 State Road 50, Groveland, Florida 34736. The name and address of the initial registered agent of the Corporation shall be:

STEVE SMITH
P.O. Box 121129
Clermont, Florida 34712

ARTICLE XIII
MISCELLANEOUS

1. Neither the members, directors, nor officers of the Corporation shall be personally liable for any obligations of the Corporation of any nature whatsoever; nor shall any of the property of any member, director or officer of the Corporation be subject to the payment of the obligations of the Corporation to any extent whatsoever.
2. The Corporation is organized under a non-stock basis. Cumulative voting for any and all purposes is expressly prohibited.
3. The Annual Meeting shall be held at such time and place as set forth in the Bylaws.
4. During any period that the Corporation is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4941(a) or corresponding provisions of any subsequent Federal tax laws.
5. During any period that the Corporation is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the Corporation shall either operate as a private

operating foundation in a manner to qualify as a private operating foundation for purposes of Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; or it shall distribute its income for each taxable year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

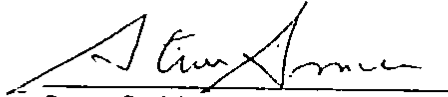
6. During any period that the Corporation is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, which would give rise to any liability for the tax imposed by Section 4943(a) or corresponding provisions of any subsequent Federal tax laws.
7. During any period that the Corporation is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the Corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, so as to give rise to any liability for the tax imposed by Section 4944(a) or corresponding provisions of any subsequent Federal tax laws.
8. During any period that the Corporation is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4945(a) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XIV DEFINITIONS

For purposes of these Amended Articles of Incorporation, "charitable purposes" include charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, contributions for which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986. All references in these Amended Articles of Incorporation to sections of the Internal Revenue Code shall be considered reference to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions. For purposes of these Amended Articles of Incorporation, "very low, low, and moderate income" is defined as those certain income levels for various family sizes under the "very low income," "low income," and "moderate income" levels of that certain income guidelines as are established by the U.S. Department of Housing and Urban Development, as such may be amended from time to time. For purposes of these Amended Articles of incorporation, the "City of Groveland" is defined as that area within the boundaries depicted on Exhibit "A," attached hereto and incorporated herein by this reference.

IN WITNESS WHEREOF, we the undersigned, do hereby make, subscribe, acknowledge and file these Amended Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and that we have executed these Amended Articles of Incorporation for the purpose of creating a corporation, not for profit, under the laws of the State of Florida.

DATED this 6 day of December, 2023.


Steve Smith, President

CONSENT OF REGISTERED AGENT

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

DATED this 6 day of December, 2023.

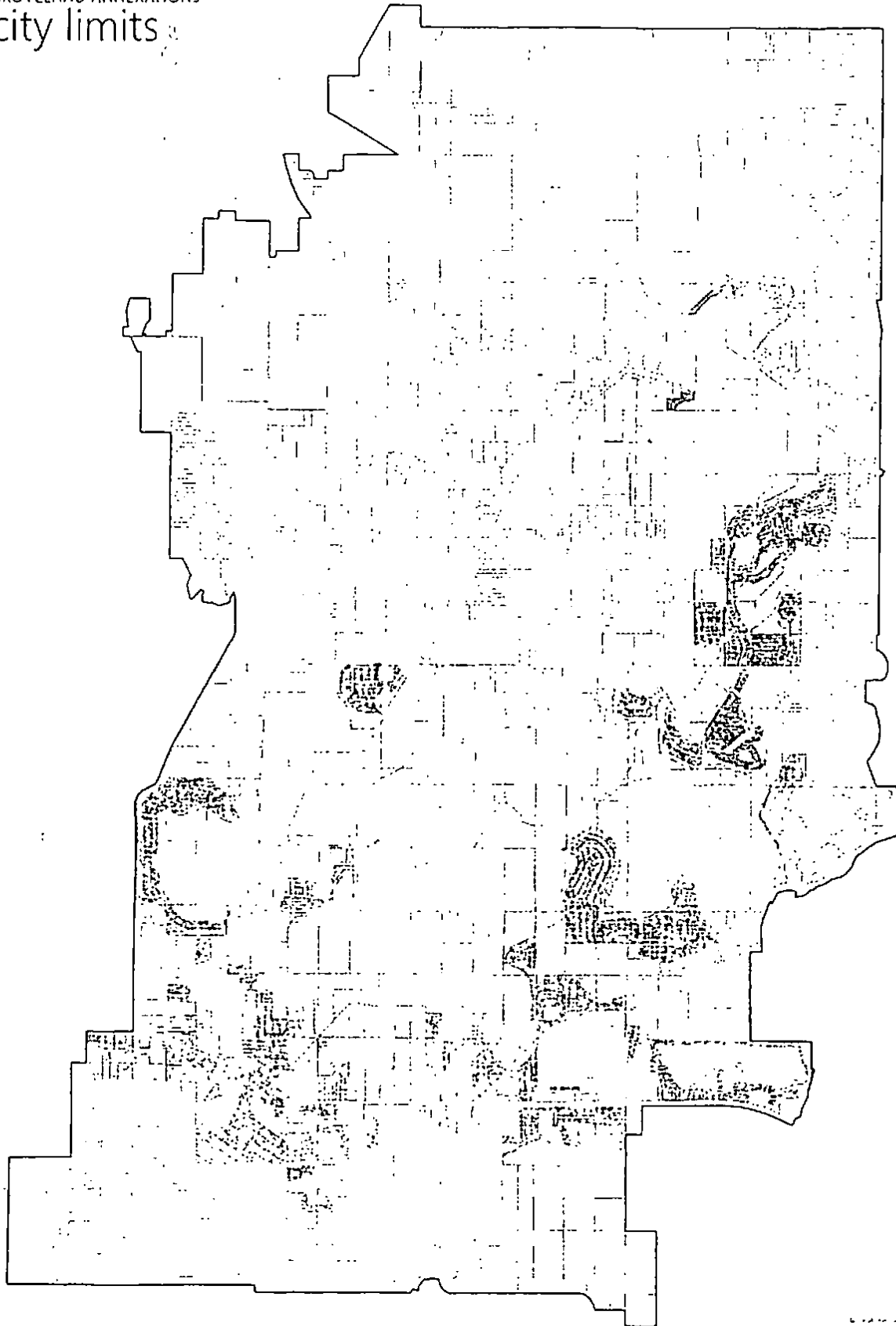
Signature of Registered Agent: Steve Smith

Name of Registered Agent: Steve Smith

EXHIBIT "A"
CITY OF GROVELAND

GROVELAND ANNEXATIONS

city limits



EXHIBIT

A

City of Groveland
Groveland City Limits

160 N. LAKE AVENUE
GROVELAND, FL 34726
WWW.GROVELAND-FL.GOV

