

N9600000 1997

RECEIVED
TRANSMITTAL LETTER

96 APR 15 AM 11:22

DIVISION OF CORPORATION

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

SUBJECT: United Community Development, Inc.
(Proposed corporate name - must include suffix)

200001780732
-04/15/96--01087--016
****122.50 ****122.50

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

☒ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Thomas N. Alston
Name (printed or typed)

305 South Paramore Avenue
Address

Orlando, Florida 32805
City, State & Zip

407 699-0805
Daytime Telephone number

96 APR 15 AM 11:29

RECEIVED

will wait

NOTE: Please provide the original and one copy of the articles.

115
55 MAR 15 1982

**ARTICLES OF INCORPORATION
OF
UNITED COMMUNITY DEVELOPMENT, INC.
(A Corporation Not For Profit)**

We the undersigned persons acting as incorporators of a corporation not for profit, adopt the following Articles of Incorporation pursuant to Chapter, 617, of Title 34 of the Statutes of the state of Florida. The purpose for which the corporation is organized exclusively charitable, scientific, literary, educational and for the public welfare, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Statues:

ARTICLE I

The name of the corporation shall be:

UNITED COMMUNITY DEVELOPMENT, INC.,

ARTICLE II

The street address of this corporation shall be:

305 South Parramore Avenue, Orlando, Florida 32805

ARTICLE III

This corporation fiscal year shall begin January 1st and end December 31st of each calendar year.

ARTICLE IV

This corporation shall be authorized to do any and all acts which are lawful and not expressly forbidden by the terms of these Articles of Incorporation and the laws of the state of Florida.

ARTICLE V

The officers of the corporation shall be elected by the Board of Directors of the corporation at a meeting to be held immediately following each annual meeting. New officers may be created, and appointments may be made therefore and any office that may be vacant may be filled by the Board of Directors of the corporation at any regular meeting or any special meeting called for that purpose. The duties of the officers of the corporation shall be prescribed by the by-laws. The officers who shall serve during the first year of existence of the corporation, or until their successors are elected and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas N. Alston, President	1544 Crossbeam Drive Casselberry, Florida 32707
John H. Cummings, Vice President	2028 Hampton Circle Winter Park, Florida 32792
Joseph N. Baron, Secretary/Treasurer	3375 Bartow Road Lakeland, Florida 33803

ARTICLE VI

The general nature of the business to be conducted by this not for profit corporation shall be to such extent as a corporation organized under the corporation laws of this state may now or hereafter lawfully do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the corporation or to enhance the value of its programs; and in general to do any and all things and exercises under the corporation laws of this state or under any act amendatory thereof, supplemental hereto, or substituted therefore.

ARTICLE VII

The general purpose of this corporation shall include all powers enumerated under Chapter, 617, of Title 34 of the Statutes of the state of Florida.

a. To purchase, receive, convey, or otherwise acquire own, lease, use, employ, sell, mortgage, lend, pledge, transfer or otherwise dispose of and otherwise use and deal in and with, shares or other interest in obligations of, other domestic or foreign corporations, associations, partnerships, or individuals or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality, or of any instrumentality thereof.

b. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, and income.

c. Establish compensation plans and other incentive plans for any and all of its paid staff and employees, and for any and all of the paid staff and employees of its subsidiaries.

d. To be a promoter, incorporator, partner, member, associate, or manager of any other corporation, partnership, joint venture, trust, or other non profit corporations.

e. To conduct its business or any part or parts thereof in the United States of America, or in any of them in the territories and the District of Columbia, and in any and all dependencies, colonies, or possessions of the United States of America, and in foreign countries or jurisdictions, without restriction as to have one or more offices or agencies and keep such books of the company outside the state of Florida as are not required by law to be kept within this state.

f. To do all and everything necessary and proper for the accomplishment of the objects enumerated in this articles of Incorporation or any amendments thereto, or necessary or incidental to the protection and benefit of this corporation and in general to carry on any lawful business necessary or incidental to the objects of this corporation, whether or not such business is similar to the nature of the objects set forth, to the same extent as a natural persons might or could do.

ARTICLE VIII

The corporation shall have perpetual existence unless dissolved according to law

ARTICLE IX

Upon dissolution of the 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 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 purposes. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the 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 such purposes.

ARTICLE X

In furtherance and not in limitation of the powers conferred by statute, the corporation shall have and may exercise the following powers:

a. The corporation shall have the power, if the by-laws so provide, to hold meetings either within or without the state of Florida, at such places as may from time to time be designated by the Board of Directors.

b. Meetings of the directors may be held upon such notice thereof as say be set forth in the by-laws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the by-laws of the corporation shall not prevent, and nothing herein shall be construed as preventing any stockholder or director from waiving notice of any meeting in such manner as may be provided or permitted by the Statutes of state of Florida, and by the by-laws of this corporation consistent herewith.

c. The number of directors of this corporation shall be fixed from time to time by the by-laws, and may be increased or decreased as shall be provided by the by-laws, subject to any limitations imposed by the Certificate of Corporation or any amendment thereto. Any vacancy in the Board of Directors, caused by an increase in the number of directors, or by death, resignation, or other causes, may be filled by the directors in office, by the affirmative vote of a majority thereof and the person so chosen to fill any vacancy shall hold office until his successor shall have been elected and qualified.

d. These Articles of Incorporation may be amended by majority vote of the board of directors.

ARTICLE XI

Each director and officer, in consideration of his service, shall be indemnified, whether then in office or not, for the reasonable costs incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been an officer of the corporation or director of the corporation, whether or not wholly owned or by reason of any act or omission to act as such director or officer provided that he shall not have been derelict in the performance of his duty as to the matter or matters in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer may be entitled as a matter of law.

ARTICLE XII

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in, or is a member, stockholder, director, or officer or are members, stockholders, directors, or officers of such other firm or corporation and any director or directors, officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation with any other person or persons, firm, association, or corporation, shall be affected or invalidated by reason of the fact that any director or directors, officer or officers, of this corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from this contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

Article XIII

The By-laws may be created, amended or rescinded by a majority vote of the board of directors.

State of Florida)
County of Orange)

I HEREBY CERTIFY That on this day, before, the undersigned, duly authorized under the laws of the State of Florida to administer oaths and take acknowledgments, personally appeared

Thomas N. Alston
John H. Cummings
Joseph N. Baron

to me well known to be the person(s) who subscribed to me and signed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed and that the facts therein stated are truly set forth.

WITNESS my signature and official seal in the state and county last aforesaid this 11th day of April, 1996

Mary E. Saunders



MARY E SAUNDERS
My Commission CC207217
Expires Jun. 24, 1997
Bonded by HAI
800-422-1556

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

96 APR 15 11:11:30

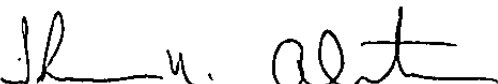
FILED
DIVISIONS

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: United Community Development, Inc.
2. The name and address of the registered agent and office is:

Thomas N. Alston
305 South Parramore Avenue
Orlando, Florida 32805
(407) 699-0805

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

4/11/96
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

N 96000001997

Thomas N Alston
Requestor's Name

305 South Palmview Ave
Address (407)

Orlando FL 32805 694-0805
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. United Community Development N 96000001997
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

CF-35

- ☒ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
☐	Profit
☒	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☒	Amendment <u>Inc - 1/8/96</u>
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

FILED
96 AUG - 9 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☒	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

8/9/96
Restated
Articles

DC

RESTATED ARTICLES TO THE
ARTICLES OF INCORPORATION
OF

UNITED COMMUNITY DEVELOPMENT, INC.

FILED
95 AUG -9 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of age twenty-one (21) years or more, acting as incorporators of a corporation not for profit, adopt the following Articles of Incorporation for such corporation pursuant to Chapter, 617, of Title 34 of the statutes of the State of Florida.

ARTICLE I

The name of this corporation shall be UNITED COMMUNITY DEVELOPMENT, INC. The principal office and mailing address is 305 South Parramore Avenue, Orlando, FL 32805.

ARTICLE II

The term of the corporation shall be perpetual.

ARTICLE III

The address of the Corporation's initial registered office is 305 South Parramore Avenue, Orlando, Florida 32805 and its initial registered agent at such address is Thomas N. Alston.

ARTICLE IV

The purpose for which the corporation is organized is exclusively for educational, charitable and scientific, that are describe in Section 501(c)(3) of the Internal Revenue Code of 1986, including but not limited to the organization, maintenance and supervision of the office center.

- A. To research the conditions that inhibit desirable neighborhoods, affordable housing, economic development and employment in deteriorating communities.
- B. To assist in the development and review of marketing strategies and homeowner education programs.

- C. To serve as a clearing house of information for persons seeking employment, economic development, educational opportunities and affordable housing.
- D. To promote and develop affordable housing for low income, senior, homeless and handicapped persons.
- E. To oversee, monitor and facilitate projects and operations pertaining to construction, financing, administration, employment, and economic development.

1. In furtherance, but not in limitation of the forgoing purposes, the corporation shall have the power and authority;

- A. To receive assistance, money (as grants or otherwise), real or personal property and any other form of contributions, gifts, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this corporation; to enter into agreements or contracts for contributions to the corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the Board of Directors as required by the bylaws.
- B. To distribute, in the manner, form and method, and by means determined by the Board of Directors of this corporation, any and all forms of contributions received by it in carrying out the programs of the corporation in furtherance of its stated purposes. Money and real or personal property contributed to the corporation in furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.
- C. To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and as the owner of any such real or personal property, to exercise all rights, powers and privileges of ownership.
- D. To adopt and use a corporation seal containing the words "Corporation Not For Profit," if desired and deemed necessary, but, this shall not be compulsory unless required by law.

- E. To do all acts and things requisite, necessary, proper and and desirable to carry out and further the objects for which this corporation is formed; and, in general to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.
- F. All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the corporation.
- G. Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.

ARTICLE V

The Corporation shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or intervene in (including the publishing or distribution of statement), any political campaign on behalf of any candidate for public office.

ARTICLE VI

The Corporation shall not have members.

ARTICLE VII

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of of a Board of Directors. The conditions of election to the Board of Directors and the number of directors (which number shall not be less than 3) shall be as provided in the bylaws.

ARTICLE VIII

The regulation of internal affairs of the corporation, including the distribution of assets on dissolution, shall be provided for in the bylaws and shall include that:

- (1). No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Directors, or officers, 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 above.**
- (2). Upon dissolution of the Corporation or winding down of its affairs, the assets of the Corporation shall be applied and distributed as follows:**
 - A. All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore;**
 - B. Assets held by the Corporation upon condition requiring, return, transfer or conveyance, which condition occurs by reason of the dissolution or winding down, shall be returned, transferred or conveyed in accordance with such requirements; and**
 - C. All remaining assets not disposed of under either of the preceding paragraphs (A) or (B) shall be transferred or conveyed to one or more charitable, education or scientific organizations which are described in Section 501(c)(3) and to which deductible contributions can be made under Sections 170(c)(2), 2522(a) as the Board of Directors shall select.**

All statutory references herein are to the Internal Revenue Code of 1986(or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE IX

A director of the corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly,

for services as an officer unless employed by the Board of Directors as:
(1) a member of the administrative staff of the Corporation or (2) for
compensable services rendered in other capacities. These prohibitions
shall not preclude reimbursement of a director, officer, or duly appointed
committee member for expenses or advances made for the Corporation
that are reasonable in character and amount not for compensable services
rendered in other capacities and approved for payment in the manner
provided by the bylaws.

ARTICLE X

Every director and officer of the Corporation shall be indemnified by
the Corporation reasonable incurred by or imposed in connection with any
proceeding or any settlement of any proceeding (including any appeal
thereof) to which a director or officer may be a party or may become in-
volved by reason of being or having been a director or officer of the Cor-
poration, whether or not a director or officer at the time such expenses
are incurred, except when the director or officer is adjudged guilty of, or
liable for, wilful misfeasance or wilful malfeasance in the performance of
duties; provided that in the event of a settlement before entry of
judgement, the indemnification shall apply only when the Board of
Directors approves such settlement and reimbursement as being in the
best interest of the Corporation. The foregoing right of indemnification
shall be in addition to and not exclusive of all other rights to which such
director or officer may be entitled by law. Appropriate liability insurance
may be provided for every officer, director and agent of the Corporation
in amounts determined from time to time by the Board of Directors.

ARTICLE XI

The fiscal year of the Corporation shall begin January 1st and end
December 31st of each calendar year.

ARTICLE XII

The territory in which the operations of the Corporation are
principally to be conducted is central Florida.

ARTICLE XIII

The names of the officers who are to serve until the first election
under the Articles of Incorporation are:

President

**Thomas N. Alston
1544 Crossbeam Drive
Casselberry, Florida 32707**

Vice President

**John H. Cummings
2028 Hampton Circle
Winter Park, Florida 32792**

Secretary/Treasurer

**Joseph N. Baron
3375 Bartow Road
Bartow, Florida 33803**

ARTICLE XIV

The number of persons constituting the first Board of Directors shall not be less than three (3). The names and addresses of such persons are to serve as directors until the first election thereof are:

**Thomas N. Alston
1544 Crossbeam Drive
Casselberry, Florida 32707**

**John H. Cummings
2028 Hampton Circle
Winter Park, Florida 32792**

**Joseph N. Baron
3375 Bartow Road
Lakeland, Florida 33803**

ARTICLE XV

The bylaws may be made, altered or rescinded by a majority vote of the directors at any meeting at which time a quorum is present. The Articles of Incorporation may be made, altered or rescinded by a two-thirds vote of the directors at any meeting at which time a quorum is present.

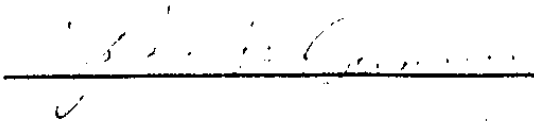
ARTICLE XVI

/Restated

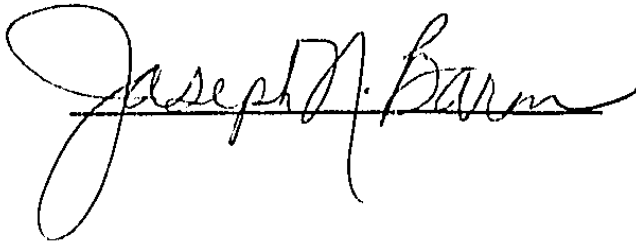
The names and residences of the subscribers to these Articles of Incorporation are:



Thomas N. Alston
1544 Crossbeam Drive
Casselberry, Florida 32707



John H. Cummings
2028 Hampton Circle
Winter Park, Florida 32792



Joseph N. Baron
3375 Bartow Road
Lakeland, Florida 33803

State of Florida)
County of Orange)

I HEREBY CERTIFY That on this day, before, the undersigned, duly authorized under the laws of the State of Florida to administer oaths and take acknowledgments, personally appeared

Thomas N. Alston
John H. Cummings
Joseph N. Baron

to me well known to be the person(s) who subscribed to me and signed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed and that the facts therein stated are truly set forth.

WITNESS my signature and official seal in the state and county last aforesaid this 5th day of August, 1996

Mary E. Saunders
NOTARY PUBLIC



MARY E SAUNDERS
My Commission CC297217
Expires Jun 24, 1997
Bonded by HAI
800-422-1556

CERTIFICATE

We are respectfully submitting the duly adopted restated Articles of Incorporation which will supersede the original Articles of Incorporation. The restated Articles of Incorporation was adopted by the Board of Directors on August 5, 1996. The restated articles do not contain any amendments requiring member approval.

Sincerely,

A handwritten signature in dark ink, appearing to read "Th. N. Alston", written in a cursive style.

Thomas N. Alston
President

DEBIT MEMORANDUM

FOR OFFICIAL USE

DATE

NUMBER

TO: DEPARTMENT OF STATE

N9600000

1997

STATE OF FLORIDA
OFFICE OF STATE TREASURER
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	1,448.75	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	1,448.75	OTHER	4

CROSS REF	SAMAS-CODE	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00	1	35.00
12	45-20-2-130001-45300000-00-000100-00	1	35.00
12	45-20-2-130001-45300000-00-000100-00	1	61.25
12	45-20-2-130001-45300000-00-000100-00	1	70.00
12	45-20-2-130001-45300000-00-000100-00	2	122.50
12	45-20-2-130001-45300000-00-000100-00	1	225.00
12	45-20-2-130001-45300000-00-000100-00	2	225.00
12	45-20-2-130001-45300000-00-000100-00	4	225.00
12	45-20-2-130001-45300000-00-000100-00	1	225.00
12	45-20-2-130001-45300000-00-000100-00	1	225.00

GRAND TOTAL: \$ 1,448.75

700818-A

96 SEP 11 AM 10:14
FINANCIAL MANAGEMENT

RECEIVED

Process Date: 08/23/96

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

State Treasurer

TEL: (407)699-0805

*****35.00 *****35.00

Restoration
Articles

1. AGENT FEE _____
 2. FEE _____
 TOTAL 35
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

Name	11/25/96
Availability	
Document Examiner	104
Updater	104
Update Verifier	104
Acknowledgement	104
W.P. Verifier	104

RESTATED ARTICLES TO THE
ARTICLES OF INCORPORATION
OF

UNITED COMMUNITY DEVELOPMENT, INC.

FILED
96 NOV 25 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of age twenty-one (21) years or more, acting as incorporators of a corporation not for profit, adopt the following Articles of Incorporation for such corporation pursuant to Chapter 617, of Title 34 of the statutes of the State of Florida.

ARTICLE I

The name of this corporation shall be UNITED COMMUNITY DEVELOPMENT, INC. The principal office and mailing address is 305 South Parramore Avenue, Orlando, Fl 32805-2649

ARTICLE II

The term of the corporation shall be perpetual.

ARTICLE III

The address of the Corporation's initial registered office is 305 South Parramore Avenue, Orlando, Florida 32805-2649 and its initial registered agent at such address is Thomas N. Alston.

ARTICLE IV

The purpose for which the corporation is organized is exclusively for educational, charitable and scientific, that are described in Section 501 (c) (3) of the Internal Revenue Code of 1986, including but not limited to the organization, maintenance and supervision of the office center.

- A. To research the conditions that inhibit desirable neighborhoods, affordable housing, economic development and employment in deteriorating communities.
- B. To serve as a clearing house of information for persons seeking employment, economic development, educational opportunities and affordable housing.

- C. To promote and develop affordable housing for low income, senior, homeless and handicapped persons.
- D. To oversee, monitor and facilitate projects and operations pertaining to construction, financing, administration, employment, and economic development.

In furtherance, but not in limitation of the forgoing purposes, the corporation shall have the power and authority:

- A. To receive assistance, money (as grants of otherwise), real or personal property and any other form of contributions, gifts, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this corporation; to enter into agreements or contracts for contributions to the corporation for its objects and purposes, provided however, the gifts shall be subject to acceptance by the Board of Directors as required by the bylaws.
- B. To distribute, in the manner, form and method, and by means determined by the Board of Directors of this corporation, any and all forms of contributions received by it in carrying out the programs of the corporation in furtherance of its stated purposes. Money and real or personal property contributed to the corporation in furtherance of those objects and purposes are and shall continue to be impressed with a trust for such purposes.
- C. To adopt and use a corporation seal containing the words Corporation Not For Profit if desired and deemed necessary, but, this shall not be compulsory unless required by law.
- D. Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purpose for which this Corporation is formed.

Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income tax under section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE V

The Corporation shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or intervene in (including the publishing or distribution of statement), any political campaign on behalf of any candidate for public office.

ARTICLE VI

The corporation shall not have members.

ARTICLE VII

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of a Board of Directors. The conditions of election to the Board of Directors and the number of directors (which number shall not be less than 3) shall be as provided in the bylaws.

ARTICLES VIII

The regulation of internal affairs of the corporation, including the distribution of assets on dissolution, shall be provided for in the bylaws and shall include that:

1. No part of the net earnings of the corporation shall insure to the benefit of, or be distributable to its Directors, or officers, 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 above.
2. Upon dissolution of the Corporation or winding down of its affairs, the assets of the Corporation shall be applied and distributed as follows:
 - A. All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore:
 - B. Assets held by the Corporation upon condition requiring, return, transfer or conveyance, which condition occurs by reason of the dissolution or winding down, shall be returned, transferred or conveyed in accordance with such requirements; and

- C. All remaining assets not disposed of under either of the preceding paragraphs (A) or (B) shall be transferred or conveyed to one or more charitable, education or scientific organizations which are described on Section 501 (c) (3) and to which deductible contributions can be made under Sections 170 (c) (2), 2522 (a) as the Board of Directors shall select.

All statutory references herein are to the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE IX

A Director of the corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless employed by the Board of Directors as: (1) a member of the administrative staff of the Corporation or (2) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the bylaws.

ARTICLE X

Every director and officer of the Corporation shall be indemnified by the Corporation reasonable incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of, or liable for, wilful misfeasance or wilful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The forgoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every director, officer, and agent of the Corporation in amounts determined from time to time by the Board of Directors.

ARTICLE XI

The fiscal year of the Corporation shall begin January 1st and end December 31st of each calendar year.

ARTICLE XII

The territory in which the operations of the Corporation are principally to be conducted is Central Florida.

ARTICLE XIII

The names of the officers who are to serve until the first election under the Articles of Incorporation are:

President

Thomas N. Alston
1544 Crossbeam Drive
Casselberry, Florida 32707

Vice President

John H. Cummings
2028 Hampton Circle
Winter Park, Florida 32792

Secretary/Treasurer

Joseph N. Baron
3375 Bartow Road
Bartow, Florida 33803

ARTICLE XIV

The number of persons constituting the first Board of Directors shall not be less than three (3). The names and addresses of such persons are to serve as directors until the first election thereof are:

Thomas N. Alston
1544 Crossbeam Drive
Casselberry, Florida 32707

John H. Cummings
2028 Hampton Circle
Winter Park, Florida 32792

Joseph N. Baron
3375 Bartow Road
Lakeland, Florida 33803

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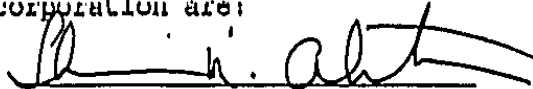
ARTICLE XV

The bylaws may be made, altered or rescinded by a majority vote of the directors at any meeting at which time a quorum is present. The Articles of Incorporation may be made, altered or rescinded by a two thirds vote of the directors at any meeting at which time a quorum is present.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XVI

The names and residences of the subscribers to these Articles of Incorporation are:

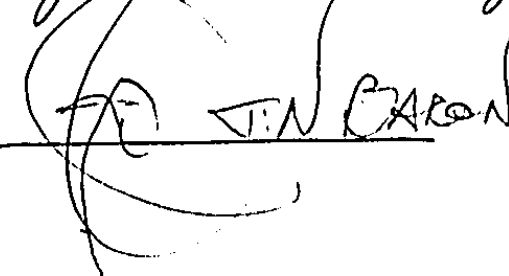


Thomas N. Alston
1544 Crossbeam Drive
Casselberry, FL 32707



John H. Cummings
2028 Hampton Circle
Winter Park, FL 32792

11/20/96

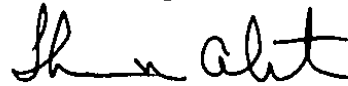


Joseph N. Baron
3375 Bartow Road
Lakeland, FL 33803

CERTIFICATE

We are respectfully submitting the duly adopted restated Articles of Incorporation which will supersede the original Articles of Incorporation. The restated Articles of Incorporation was adopted by the Board of Directors on November 20, 1996. The restated articles does not contain any amendments requiring member approval.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Th N Alston', written in a cursive style.

Thomas N. Alston
President