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Jacksonville Area Legal Aid, Inc.

□ 604 N Hogan Street
Jacksonville, FL 32202-4092
(904) 356-8371
(904) 356-8285 FAX

□ 1488 Park Avenue
Orange Park, FL 32073-4830
(904) 264-2713
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July 9, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

700001893927
-07/16/96--01007--014
***122.50 ***122.50

RE: Golfbrook Terrace Resident Council, Inc.

Dear Ms. Mortham:

Enclosed please find an original and a copy of the Articles of Incorporation of Golfbrook Terrace Resident Council, Inc., a not-for-profit corporation and a check for \$122.50 to cover the following filing fee:

Filing fee:	\$35.00
Certified copy of charter	52.50
Designation of Registered Agent	35.00

TOTAL	\$122.50
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Please forward a certified copy of the Articles of Incorporation after filing. If you have any questions, please call me at (904) 356-8371 Ext. 332. Thank you for your help.

Very truly yours,

Carol S. Miller

CAROL S. MILLER
Attorney at Law

CSM:ays

Enclosures

FILED
JUL 15 1996
JUL 15 1996

PICKUP

7/16

11:00

SAB
7/16/96

ARTICLES OF INCORPORATION
OF
GOLFBROOK TERRACE RESIDENT COUNCIL, INC.
A Florida "Not for Profit" Corporation

In compliance with the laws of the State of Florida, the undersigned do hereby voluntarily associate for the purpose of forming a corporation not-for-profit for the purposes and with powers set forth herein.

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation is GOLFBROOK TERRACE RESIDENT COUNCIL, INC. The principal office of the corporation shall be located at 5570 Golfbrook Drive, Jacksonville, Florida 32208, but the Corporation may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors. The principal office shall also be the mailing and registered office address.

ARTICLE II - TERM OF EXISTENCE

The period of duration is perpetual. The corporation is organized pursuant to the Not for Profit Corporation laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE AND POWERS

The purposes of this corporation shall be exclusively charitable and educational and undertake the following activities:

- A. To work for the provision of decent, safe and sanitary housing that is affordable to very low and low income families.
- B. To represent and protect the interests of its members as tenants and residents of the housing complex known as Golfbrook Terrace and the surrounding community.
- C. To undertake any other projects or lawful activities consistent with Section 501 (c) (3) of the Internal Revenue Code which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

- D. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- E. For such purposes, the Corporation shall have and exercise the following authority and powers:
1. To have and to exercise any and all powers, rights and privileges which a corporation organized under the law of the State of Florida may now or hereafter have or exercise.
 2. To do all things necessary or desirable to accomplish the purposes of the Corporation as the Directors of the Corporation may from time to time deem appropriate which are consistent with powers conferred upon a not-for-profit corporation under the laws of the state of Florida and the Internal Revenue Code.
 3. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or any interest therein, wherever situated.

ARTICLE IV - NO DISTRIBUTION OF GAIN

The Corporation is organized exclusively for charitable and educational purposes. The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

ARTICLE V - REGISTERED AGENT

The name and address of the initial registered agent and office of the Corporation is:

Ms. Fredith Kemp, 5304 Golfbrook Drive, Jacksonville FL 32208

ARTICLE VI - MEMBERSHIP

Any person over the age of eighteen, who is a resident of Golfbrook complex and who is living in a residential unit under a properly executed lease shall have the right to be a member of the Corporation. Upon termination of residence in such unit, such persons' membership rights shall automatically terminate.

The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner.

ARTICLE VII - VOTING RIGHTS

All members residing within each housing unit shall be entitled to one (1) vote. When more than one (1) person resides in such housing unit, all such persons shall be members of the Corporation. Voting shall be exercised as determined by the Bylaws.

ARTICLE VIII - BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors, who shall be members of the corporation. The number of Directors of the Corporation shall be not less than five (5); provided however that the Board of Directors may, from to time, increase or decrease the number of Directors, so long as the number of directors does not exceed seven (7). The method of election of the Board of Directors shall be in stated in the Bylaws. The names of addresses of the initial Board of Directors are:

Shirley Dixon, 5339 Golfbrook Drive, Jacksonville FL 32208
Freda Mae Frazier, 1554 Brookforest Dr, Jacksonville FL 32208
Gail Hatcher, 1638 Golfbrook Drive, Jacksonville FL 32208
Fredith Kemp, 5304 Golfbrook Drive, Jacksonville FL 32208
Jimmie Kemp, 5304 Golfbrook Drive, Jacksonville FL 32208
Bridgette Rackley, 5410 Golfbrook Drive, Jacksonville FL 32208

ARTICLE IX - OFFICERS

Subject to the direction of the Board of Directors, the officers shall administer the affairs of this corporation as designated in the Bylaws. The names and addresses of the officers who shall serve until the first annual meeting of the Board of Directors are:

President - Shirley Dixon
5339 Golfbrook Drive, Jacksonville, FL 32208

Vice President - Jimmie Kemp
5304 Golfbrook Drive, Jacksonville FL 32208
Jacksonville, FL 32208

Treasurer - Gail Hatcher
1638 Golfforest Drive, Jacksonville FL 32208
Jacksonville, FL 33208

Secretary - Bridgette Rackley
5410 Golfbrook Drive, Jacksonville FL 32208
Jacksonville, FL 32208

Such other officers may be authorized and elected pursuant to the Corporation Bylaws.

ARTICLE X - BYLAWS

The Bylaws of the Corporation shall be adopted by the first Board of Directors, which Bylaws may be altered, amended, modified or appealed in the manner set forth in the Bylaws.

ARTICLE XI - AMENDMENTS

The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Corporation or any amendments hereto. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote on the proposed amendment, which may be either an annual or special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each member in the same manner as notice for the meeting. Such amendment shall require the assent of a two-thirds majority vote of the members present.

ARTICLE XII - DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the voting members. Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. 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 organization is then located, exclusively for such purposes.

ARTICLE XIII - INDEMNIFICATION OF DIRECTORS

A director shall discharge his or her duties as director, including his or her duties as a member of any committee:

- A. With good faith;
- B. With care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- C. In a manner he reasonably believes to be in the best interests of the Corporation.

In discharging his or her duties, a director may rely upon information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

- A. One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- B. Legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence;
- C. A committee of the Board of Directors of which he is not a member, if the Director reasonably believes the committee merits confidence.

A director is not liable for any action taken as a director, or failure to take any action, if he performed the duties of his office in reliance on this provision.

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Office (or such heirs, executors of administrators) may be entitled apart from this Article.

ARTICLE XIV - INCORPORATOR

The name and address of the incorporator is:

Shirley Dixon, 5339 Golfbrook Drive, Jacksonville FL 32208

These Articles of Incorporation are hereby executed by the incorporator on this 8th day of May, 1996.

Shirley A. Dixon
Incorporator

STATE OF FLORIDA]

COUNTY OF DUVAL]

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared SHIRLEY A. DIXON, who is personally known to me known or who has produced _____ as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 8th day of May, 1996.

Carol S. Miller

NOTARY PUBLIC STATE OF FLORIDA

Print Name:

My Commission Expires:



COMMISSION EXPIRES
MARCH 14, 1998
FORGED INTO TESTARY ASSURANCE, INC.

CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

GOLFBROOK TERRACE RESIDENT COUNCIL, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Jacksonville, County of Duval, State of Florida, has named Fredith Kemp at 5304 Golfbrook Drive, Jacksonville, FL 32208, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Fredith Kemp
FREDITH KEMP
Date: 5-8-96