

N960000004573

TRANSMITTAL LETTER

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

SUBJECT: Community Management Incorporated
(Proposed corporate name - must include suffix)

W96-17194
502

Enclosed is an original and one(1) copy of the articles of incorporation and a check for

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
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FROM: Floretta Green
Name (Printed or typed)

4870 Kings Meadows Lane
Address

Jacksonville, Florida 32217
City, State & Zip

(904) 630-0778
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 16, 1996

FLORETTA GREEN
4870 KINGS MEADOWS LANE
JACKSONVILLE, FL 32217

SUBJECT: COMMUNITY MANAGEMENT INCORPORATED
Ref. Number: W96000017194

We have received your document for COMMUNITY MANAGEMENT INCORPORATED and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 796A00039083

ARTICLES OF INCORPORATION OF
NEIGHBORHOOD AND COMMUNITY MANAGEMENT INC.

(A Corporation Not for Profit)

We, the undersigned, for the purposes of forming a corporation not for profit under the Laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME AND OFFICE

The name of this corporation shall be

NEIGHBORHOOD AND COMMUNITY MANAGEMENT, Inc.

Its principal office shall be located at the 4870 Kings Meadows Lane City of Jacksonville, County of Duval and State of Florida.

ARTICLE II - CORPORATE PURPOSE

This corporation is organized and exclusively for charitable, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. This corporation is organized and chartered for the general purpose

of utilizing a comprehensive approach to neighborhood revitalization. The goal is to eliminate blighting influences such as dilapidated buildings, drugs, litter, crime, illiteracy, inadequate lighting, and sub-standard infrastructure from all neighborhoods; remedy the underlying causes of this condition through job training, affordable housing, commercial redevelopment, economic development, and coordinating human resource services. The organization will form partnerships with public and private resources to stimulate reinvestment in urban neighborhoods by providing services to residents and owners of real property in specified areas of operation such as:

- Dissemination of information of housing, commercial and community improvement programs;

- Encouraging the provision of improvement loans and other financing to assist and stimulate the rehabilitation, repair and improvement of the supply of residential housing;

- Facilitating all levels of government to provide services, improvements and incentives to stimulate the conservation of all neighborhood infrastructure, including housing;

- Providing technical assistance in housing, social and commercial revitalization matters and other activities for the community good;

Encouragement and assistance in formation of local organizations of neighborhood residents to achieve these goals;

Identifying financial support for these neighborhood organizations, and providing grant and loan funds for those who could not otherwise obtain financing;

Provide supplemental educational resources and assistance.

To engage in other activities and functions as are proper and in furtherance of the goals and purposes of the Corporation so long as such activities are permitted to be carried on by corporation exempt from the Internal Revenue Code or the corresponding provision of any future federal tax code.

ARTICLE III - POWERS

The corporation is authorized and empowered to do all things necessary to carry on and accomplish the purpose for which it is organized and chartered, including authority and power:

To enter into, make and perform contracts of every kind and description.

To purchase, hold, sell and transfer the shares of its own capital stock.

To acquire land for the purpose of constructing

improvements thereon, whether residential or commercial in nature.

To construct improvements, either residential or commercial in nature, and thereafter to resell or to lease such land and improvements to private citizens or to government.

To promote and assist the growth and development of small business concerns and others.

To have one or more offices, to carry on all of any of its operations and business and without restriction or limit as to the amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of, real and personal property of every class and description.

To acquire, construct, convert, or expand plant facilities for lease or sale.

To borrow or raise monies for any of the purposes of the corporation and from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and

to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To provide such auxiliary services as may be essential and necessary to the effectuation of the main purposes of the corporation.

To do all things allowed by law for a corporation exempt from federal income taxation under 501(c)(3) of the Internal Revenue Code of 1954. Notwithstanding anything to the contrary hereinbefore set forth, this corporation shall have no power or authority to engage in any activity which would disqualify it as a corporation exempt from federal taxation under 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue Code) and notwithstanding any prior grant of any such violative power hereinbefore, this provision shall have the effect of voiding and nullifying such grant insofar as it is intended to be construed as the superior and paramount provision affecting the corporation.

ARTICLE IV - LIMITATIONS

The corporation shall neither have nor issue any stock. No part of the assets or income of the corporation shall inure to the benefit of any member, director, officer or any other private individual, and no member, director, officer or any private individual shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation except that reasonable compensation or consideration may be paid to persons selling real or personal property and none of the assets shall be distributed to any member, director or officer of this corporation or to any private individual. The corporation shall not engage in a regular business other than the business for which it is formed of a kind ordinarily carried on for profit or conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and the regulations thereunder as they now exist or as they may hereafter be amended.

ARTICLE V - MEMBERSHIP

Section 1. Qualification for Membership. Members of this corporation shall be persons who have evidenced concern and interest in its purposes and have also evidence in their business, professional or public occupations, or in their activity in organizations related to the purpose of this corporation, characteristics of leadership and dedication towards stimulating the economic revitalization of neighborhoods in the area of promoting and assisting the growth and development of residential and commercial districts.

Section 2. Initial Members. The initial members of this corporation shall be the Universal Management, Inc., Board of Directors, including its ex-officio members.

Section 3. Number. The number of members at any time shall never be less than three (3).

Section 4. Termination of Membership. Membership shall be terminated prior to the end of a member's term by death or resignation of a member.

ARTICLE VI - TERM

This corporation shall have perpetual existence.

ARTICLE VII - RESIDENT AGENT

The name and street address of the initial registered agent of this corporation, upon whom service of process may be made, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Floretta Green	4870 Kings Meadows Lane Jacksonville, Florida 32217

ARTICLE VIII - SUBSCRIBERS

The name and residence of the Subscriber hereto is:

<u>NAME</u>	<u>ADDRESS</u>
Floretta Green	4870 Kings Meadows Lane Jacksonville, Florida 32217
Noah Henderson	6235 Nancy Drive Jacksonville, Florida 32244

ARTICLE IX - OFFICERS AND DIRECTORS

The day-to-day affairs of this corporation shall be administered by a President, Vice President-Treasurer, a Secretary,

and such other officers as may be provided in the By Laws. They shall be chosen annually by the Board of Directors of the Corporation at its annual meeting and shall serve until their successors are appointed and qualified. The Corporation shall be managed and its policies established by a Board of Directors which shall be elected annually by the members of this Corporation and number no less than three (3) and no more than five (5). The Board of Directors shall have the power to create a standing Executive Committee composed of no less than three (3) nor more than five (5) of its members, whose purpose it shall be to agendize the goals and prioritize the objectives and actions of the Corporation, but this delegation of authority is not exclusive and preemptory but merely advisory. The initial directors and their addresses are:

<u>NAME</u>	<u>ADDRESS</u>
Glen Mills	9235 8th Avenue Jacksonville, Florida 32208
Noah Henderson	6235 Nancy Drive Jacksonville, Florida 32244
Floretta Green	4870 Kings Meadows Lane Jacksonville, Florida 32217
Gregory Owens	4873 North Jaybird Circle Jacksonville, Florida 32202

ARTICLE X - BY-LAWS

The By Laws of this Corporation shall be adopted by the initial directors named in these Articles of Incorporation and may thereafter be amended, altered, rescinded and new By-Laws adopted by the Board of Directors.

ARTICLE XI - AMENDMENTS

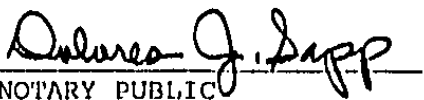
Amendments to the Articles of Incorporation may be proposed by any member of the Board of Directors and may be adopted by the affirmative vote of a majority of the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscribers and incorporators have executed these Articles of Incorporation, this 9th day of August, 1996.

Floretta Green
Floretta Green

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this
9th day of August, 1996, by Florotta Green.


NOTARY PUBLIC
STATE OF FLORIDA
NOTARY PUBLIC, STATE OF FLORIDA

DOLORES J. SAPP
Notary Public, State of Florida
My Comm. expires March 10, 1997
Comm. No. CC 22511

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this
9th day of August, 1996, by Floretta Green, as the Registered
Resident Agent on behalf of the said Corporation.

Dolores J. Sapp
Notary Public, State of
County Above

DOLORES J. SAPP
Notary Public, State of Florida
My Comm. expires March 19, 1997
Comm. No. CC 272541

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

In compliance with Section 607.0501, Florida Statutes,
the following is submitted:

NEIGHBORHOOD AND COMMUNITY MANAGEMENT, INC., desiring to
organize or qualify under the laws of the State of Florida with its
principal place of business at city of Jacksonville, State of
Florida, has named Floretta Green, located at 4870 Kings Meadows
Lane, Jacksonville, Florida 32217, as its agent to accept service
of process within Florida.

DATED: 8/28/96

Floretta Green
Floretta Green

Having been named to accept service or process for the
above stated corporation at the place designated in this
certificate, I hereby 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.

DATED: 8/28/96

Floretta Green
Floretta Green