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TALLAHASSEE, FLORIDA

JEROME
350 WEST WEATHERBY ROAD
FORT PIERCE, FL 34982

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Request taken by: MILLIGAN
07-22-1996

The forms you recently requested from this office are:

(1) 101. N/P Articles

Should you have any questions or need any further information,
please contact us at the address below:

Division of Corporations - P.O. BOX 6327 - Tallahassee FL 32314

F. CHESER SEP 17 1996

**ARTICLES OF INCORPORATION
OF
WILLING WORKERS FOR COMMUNITY IMPROVEMENT, INC.**

The undersigned, acting as incorporators of a Corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be WILLING WORKERS FOR COMMUNITY IMPROVEMENT, INC.

ARTICLE II - DURATION

The corporation shall have perpetual duration.

ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS

The principal place of business and the mailing address of this corporation shall be 2304 Avenue I, Fort Pierce, Florida 34950, and the name of the initial registered agent at such address is Oliver Cox.

ARTICLE IV - PURPOSE

The purposes for which the corporation is organized are:

1. To establish a broad-based community group to work in partnership with the City of Fort Pierce and the community at large in a sincere attempt to improve the city and restore hope to the community.
2. To work with residents, civic groups, clubs, government and other organizations to clean up, fix up and beautify neighborhoods within the City of Fort Pierce.
3. To develop and implement strategies for economic development and revitalization.

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4. To educate property owners, tenants, business owners and concerned citizens about their role in revitalization efforts.
5. To solicit donations, apply for grants, enlist investors and obtain loans to carry out community projects.
6. To engage in other activities and functions as are proper and in furtherance of the goals and purposes of the corporation.
7. To organize and operate the corporation exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Service Code of 1954 (or corresponding provision of any future United States Internal Revenue Law); and therefore, it shall be subject to the following provisions:

- a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
- b. No 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- c. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on, (1) by a corporation

exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Law or, (2) by a corporation, contributions to which are deductible under Section 180(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future law).

- d. Upon dissolution of the corporation and the discontinuance of its functions, the assets shall be disposed of as required by Florida Statutes Annotated, Section 617.05, and all the assets remaining after payment of outstanding liability shall be given to one or more organizations exempt under Internal Revenue Code 1954, Section 501(c)(3).

ARTICLE V - BOARD OF DIRECTORS

The Corporation shall have no stockholders. It shall have such members and classes of members as may be designated in the By-Laws. Affairs of the corporation shall be managed by a Board of Directors consisting of not less than five (5) members and not more than eleven (11) members, herein called Directors, who shall be elected by the members of the corporation in the manner and serve for the term as prescribed in the By-Laws. The actual number of Directors to comprise the Board of Directors shall be seven (7) at the outset, and thereafter it shall be such number within the limits set hereby as the By-Laws shall state, provided that the By-Laws shall have been adopted changing such number. The Board of Directors may delegate specific duties and responsibilities to its corporate officers as prescribed in the By-Laws.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The names and addresses of the persons who shall serve as Directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Thomas Colson
1223 McCray Ct.
Fort Pierce, FL 34950

Officer Oliver Cox
Police Department
City of Fort Pierce
P.O. Box 1480
Fort Pierce, FL 34954

Horatio Grisby
1306 Avenue O
Fort Pierce, FL 34950

Shirley Kirby
Code Violations Inspector
City of Fort Pierce
P.O. Box 1480
Fort Pierce, FL 34954

Rev. F. Bernard Lemon
St. Paul AME Church
1405 No. 27th St.
Fort Pierce, FL 34947

Rev. Jerome Rhyant
350 E. Weatherbee Rd.
Fort Pierce, FL 34982

John Walker
2102 Valencia Ave.
Fort Pierce, FL 34946

ARTICLE VII - OFFICERS OF THE CORPORATION

The officers of the corporation shall consist of a President, Vice President, Secretary, Treasurer and such other officers as may be provided in the By-Laws. The officers shall be elected in such manner and serve such terms as set forth in the By-Laws.

ARTICLE VIII - INITIAL INCORPORATORS

The original incorporators are the following individuals:

Harriet Bronner
P.O. Box 4026
Fort Pierce, FL 34948-4026

Wesley Carter
2100 Avenue Q
Fort Pierce, FL 34950

Thomas Colson
1223 McCray Ct.
Fort Pierce, FL 34950

Officer Oliver Cox
Police Department, City of Fort Pierce
P.O. Box 1480
Fort Pierce, FL 34954

Herbert Dickerson
1810 Avenue O
Fort Pierce, FL 34950

Lon Floyd
1611 Avenue S
Fort Pierce, FL 34950

Rev. H. Gordon
1103 37th Street North
Fort Pierce, FL 34950

Horatio Grisby
1306 Avenue O
Fort Pierce, FL 34950

Mary Hamilton
Flordia Courier
601 No. 7th Street
Fort Pierce, FL 34950

Rev. Jonathan Ingram
St. Marks Baptist Church
921 Orange Avenue
Fort Pierce, FL 34950

Shirley Kirby
Code Violations Inspector
City of Fort Pierce
P.O. Box 1480
Fort Pierce, FL 34954

Larry Kitt
Public Works Dept.
City of Fort Pierce
P.O. Box 1480
Fort Pierce, FL 34954

Rev. F. Bernard Lemon
St. Paul AME Church
1405 No. 27th St.
Fort Pierce, FL 34947

James Nealy
2002 Avenue N
Fort Pierce, FL 34950

Owen D. Reagan
976 E. Midway Rd.
Fort Pierce, FL 34982

Rev. Jerome Rhyant
350 E. Weatherbee Rd.
Fort Pierce, FL 34982

Mrs. Elsie Salter
Learning Tree
2808 Avenue D
Fort Pierce, FL 34950

Mary Sandifer
c/o Lt. Robert Sandifer
City of Fort Pierce Police Department
P.O. Box 1480
Fort Pierce, FL 34954

Lt. Robert Sandifer
Police Department
City of Fort Pierce
P.O. Box 1480
Fort Pierce, FL 34954

Mazella Smith
Director of Administration
City of Fort Pierce
P.O. Box 1480
Fort Pierce, FL 34954

John Walker
2102 Valencia Ave.
Fort Pierce, FL 34946

ARTICLE IX - INDEMNIFICATION

As partial inducement to the Directors and Officers of the corporation to accept such positions, the corporation is and shall henceforth be obligated to indemnify and hold harmless all Directors and Officers of the corporation, whether or not their terms shall have expired, of and from any loss, expense, and liability or claimed liability of every kind whatsoever which they may at any time pay or incur as a direct or indirect consequence of any actions taken or omitted or alleged to have been taken or omitted by the corporation, by other Directors or Officers or by themselves as such Directors and Officers, accepting only such as may be paid or incurred in relation to matters as to which they respectively shall be adjudged by action, suit or proceeding to be liable for negligence or misconduct in the performance of their duties for the corporation. Such indemnification shall be cumulative and not exclusive of any other rights to which the Directors or Officers may be entitled under any laws, agreements, corporate actions or otherwise.


ARTICLE X - BY-LAWS


The Board of Directors may adopt and amend from time to time such By-Laws as it deems advisable which shall not be inconsistent with these Articles or with the Florida Not for Profit Corporation Act.

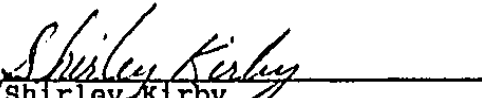
ARTICLE XI - SUBSCRIBERS

The subscribers of these Article of Incorporation are:


Thomas Colson

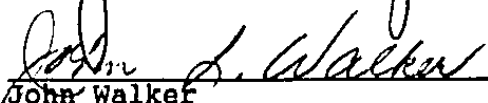

Oliver Cox


Horatio Grisby


Shirley Kirby


Rev. F. Bernard Lomon


Rev. Jerome Rhyant


John Walker

ACKNOWLEDGEMENT BY DESIGNATED AGENT

Having been named to accept services of process for the above stated corporation, at place designated in Article III, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Oliver Cox, Designated Agent

STATE OF FLORIDA

COUNTY OF ST. LUCIE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Thomas Colson, Oliver Cox, Horatio Grisby, Shirley Kirby, Rev. F. Bernard Lemon, Rev. Jerome Rhyant and John Walker, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of August, 1996.

Laurastine D. Lemon
Notary Public
State of Florida at Large

My commission expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:

WILLING WORKERS FOR COMMUNITY IMPROVEMENT, INC.
(must include suffix)

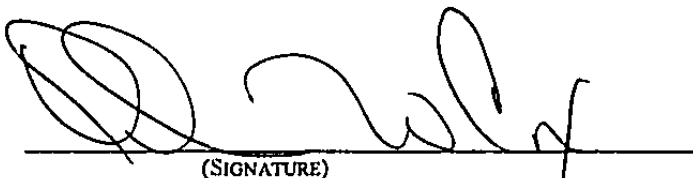
2. The name and address of the registered agent and office is:

Oliver Cox
(NAME)

2304 Avenue I
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Fort Pierce, Fl. 34950
(CITY/STATE/ZIP)

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)

7-30-96
(DATE)

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