

N96000004948

August 8, 1996

FILED
96 SEP 24 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

800001955188
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****122.50 ****122.50

SUBJECT:

Enclosed is an original and one copy of the articles of incorporation and a check for \$122.50.

From:

Ava L. Parker
112 W. Adams Street
Suite 1814
Jacksonville, FL 32202
(904) 355-8262

Encl: Check

mail out

RECEIVED
96 SEP 24 PM 12:17
DIVISION OF CORPORATION

nc SEP 24 1996,

ARTICLES OF INCORPORATION
OF
THE HELPING OURSELVES OVERCOME DEFEAT
COMMUNITY DEVELOPMENT CORPORATION

We, the undersigned hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I
Name of Corporation

The name of the corporation shall be:

THE HELPING OURSELVES OVERCOME DEFEAT
COMMUNITY DEVELOPMENT CORPORATION

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ARTICLE II
Corporate Nature

This is a nonprofit corporation, organized for the operation, control and management of an entity that provides community services and solicits, receives and distributes or uses funds, professional services, and other services for community and economic development and other charitable, scientific, literary, and educational purposes, pursuant to the Florida Corporations Not For Profit Law, set forth in section 617, Florida Statutes or the corresponding provision of any future Florida law.

ARTICLE III
Duration

The term of existence of the corporation is perpetual, unless dissolved by law.

ARTICLE IV
General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

A. To raise the economic, educational and social levels of the residents of Duval County Florida, including members of the minority community, who are substantially unemployed, underemployed, or whose income is below federal poverty guidelines, to foster and promote

community wide interest and concern for the problems of said residents to the end that (a) educational and economic opportunities may be expanded; (b) sickness, poverty, crime, and environmental degradation may be lessened; and (c) racial tensions, prejudice, and discrimination, economic, and otherwise, may be eliminated.

B. To expand the opportunities available to said residents and groups to own, manage, and operate business enterprises in economically depressed areas; to assist said residents and groups in developing entrepreneurial and management skills necessary for the successful operation of business enterprises; and to assist said residents and groups in obtaining financial support from other sources.

C. To expand opportunities available to said residents and groups to obtain adequate low-cost housing accommodations by constructing, rehabilitating, and providing decent, safe and sanitary housing in Duval County for persons and families of low-income who otherwise would not be able to find or afford a suitable place to live. It is the purpose of the corporation thereby to relieve the poor, distressed, underprivileged and indigent by enabling them to secure the basic human needs of decent shelter and to thus lessen the burdens of government and promote the social welfare. To provide building and construction of new facilities in the place of blighted structures or blighted vacant sites for the purpose of combating the deterioration of the community and contributing to its physical improvement.

D. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

E. To do any and all lawful activities 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, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies.

F. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 © (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V

Management of Corporate Affairs

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be named.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year. Annual meetings shall be held on the first Tuesday in May of each year at such place or places as the Board of Directors may designate from time to time by resolution.

The names and addresses of such initial members of the Board of Directors are as follows:

David Rhone
1231 Tyler Street
Jacksonville, Florida 32209

Wilma Austin
4008 Harbor View Drive
Jacksonville, Florida 32208

Janie Robinson
8954 Finch Avenue
Jacksonville, Florida 32219

D. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President
David Rhone
1231 Tyler Street
Jacksonville, FL 32208

Secretary
Wilma Austin
4008 Harbor View Drive
Jacksonville, FL 32209

Treasurer
Janie Robinson
8954 Finch Avenue
Jacksonville, FL 32219

ARTICLE VI

Earnings and Activities of Corporation

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, director, officers or other private persons, 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 in Article IV hereof.

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, and intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for one or more exempt purposes of the corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine, or shall be distributed to the federal government, or to a 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 in the county in which the principal office of the corporation is then located, exclusively for such purposes and to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII Membership

A. The qualification for members and the manner of their admission shall be regulated by the by-laws for this corporation.

B. The initial address of the corporation is:
1231 Tyler Street, Jacksonville, Florida 32209

ARTICLE IX
Incorporators

The name and residence addresses of the incorporators of this corporation are as follows:

*Janie Robinson
8954 Finch Avenue
Jacksonville, FL 32219*

*Wilma Austin
4008 Harbor View Drive
Jacksonville, FL 32208*

*David Rhone
1231 Tyler Street
Jacksonville, FL 32208*

ARTICLE X
Amendment of By-Laws

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation's Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the By-Laws.

ARTICLE XI
Dedication of Assets

The property of this corporation is irrevocably dedicated to charitable, scientific, literary and educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII
Registered Agent and Office

The name and address of the corporation's registered agent is:
Ava L. Parker, Esquire, 112 West Adams, Suite 1814, Jacksonville, Florida 32202.

ARTICLE XIII
Amendment of Articles

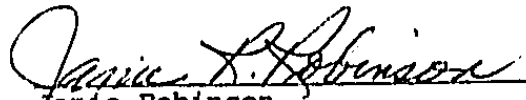
Amendments to these Articles of Incorporation may be proposed by a resolution adopted

by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-laws of this corporation.

We, the undersigned, being the Incorporators of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 8 day of August, 1996.

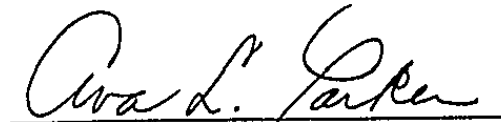

David Rhone


Wilma Austin


Janie Robinson

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep my office open during prescribed hours; to post my name and address (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law. I am familiar with, and accept, the obligations provided for in Section 607.325 Florida Statutes.


Ava L. Parker, Esquire
112 West Adams, Suite 1814
Jacksonville, Florida 32202
(904)355-8262

CERTIFICATE DESIGNATION OF REGISTERED AGENT

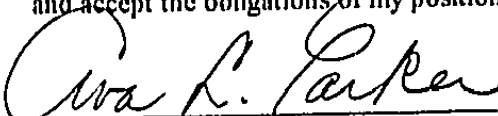
Pursuant to the provisions of Section 607.0501 and, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is:
 *The Helping Ourselves Overcome Defeat
 Community Development Corporation*

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

 *Ava L. Parker
 112 West Adams Street
 Suite 1814
 Jacksonville, Florida 32202*

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 provision 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.


Ava L. Parker

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