

N 9800000000114

EDWARD E. HEDSTROM
ATTORNEY AT LAW

P.O. Box 1354
601 St. Johns Avenue
Palatka, Florida 32178

Telephone (904) 328-6778
Fax (904) 329-1133
e-mail: EEH@HSLaw.com

January 5, 1988

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

400002393494--2
-01/08/98--01015--009
****122.50 ****122.50

IN RE: Palatka Community Development Corporation, Inc.
(a corporation not for profit)

Gentlemen:

Enclosed please find the Articles of Incorporation for *Palatka Community Development Corporation, Inc.*, together with a check in the amount of \$122.50 for filing. Please send me a certified copy at your earliest convenience.

Sincerely yours,



Edward E. Hedstrom

EEH/cw

enclosure

FILED
98 JAN -8 PM 2:59
TALLAHASSEE, FLORIDA
DEPT. OF STATE

CB
1-9-98

ARTICLES OF INCORPORATION
OF
PALATKA COMMUNITY DEVELOPMENT CORPORATION, INC.
(a Florida Nonprofit Corporation)

FILED
98 JAN -8 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I - Corporate Name

The name of this corporation is **Palatka Community Development Corporation, Inc.**

ARTICLE II - Corporate Nature

This is a nonprofit corporation, organized solely for any lawful purpose or purposes not for pecuniary profit pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III - Duration

The term of existence of the corporation is perpetual.

ARTICLE IV - Purpose

This corporation is organized and chartered for the purpose of furthering the economic development and social well-being of the City of Palatka, Florida. The corporation will promote and assist in the growth and development of business concerns, including small business concerns and in the development of affordable housing for low and moderate income families under Federal, State, and County programs. The primary objective of this corporation shall be to benefit the area as measured by increased employment opportunities, expansion of business and industry and by providing affordable housing, for citizens in the City of Palatka, without pecuniary profit to the individual members of said corporation, and conducting such other activities as shall be necessary or desirable to further the purpose of the corporation, so long as such activities are permitted to be carried on 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 Internal Revenue Code.

ARTICLE V - Initial Principal Office

The street address of the initial principal office and the mailing address for the corporation is: 201 North 2nd Street, Palatka, Florida 32177.

ARTICLE VI - Initial Registered Office and Agent

The street address for the corporation's initial registered office is: 201 North 2nd Street, Palatka, Florida 32177; and the name of its initial registered agent at that address is: ALLEN R. BUSH.

ARTICLE VII - 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. The number of Directors of the corporation shall be eight (8), provided, however, that such number may be changed by a bylaw duly adopted by the Board of Directors.

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 held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 201 North 2nd Street, Palatka, Florida on the 2nd Wednesday of January of each year commencing January, 1999 at 12:00 Noon, or at such other times or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

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

<u>Name</u>	<u>Address</u>
C. Ben Bates, Jr.	3400 Crill Avenue Palatka, Florida 32177
Suzanne M. Brown	Barnett Bank P.O. Drawer 1187 Palatka, Florida 32178-1187
Susan M. Hodge	1523 Carr Street Palatka, Florida 32177

C.W. Larson, II

P.O. Box 550
Palatka, Florida 32178-0550

John L. Mikell

511 St. Johns Avenue
Palatka, Florida 32177

Linda Owens Myers

P.O. Box 1772
Palatka, Florida 32178-1771

Marjorie T. Shanks

1400 Ocean Street
Palatka, Florida 32177

Mary Lawson Brown

107 S 9th Street
Palatka, Florida 32177

(b) **Corporate Officers.** The Board of Directors shall elect the following officers from the members of the Board of Directors: President, Vice-President, Secretary and Treasurer, and such other officers as the bylaws 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:

Name

President: Susan M. Hodge

Vice President: C.W. Larson, II

Secretary: Suzanne M. Brown

Treasurer: John L. Mikell

ARTICLE VIII - Earning & 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, Directors, 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, 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 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).

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE IX - Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, 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. 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 or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X - Membership

(a) **Qualification for Membership.** Members of this corporation shall be persons who have evidenced concern and interest in its purposes and have also evidenced 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 toward stimulating economic development in the area of promoting and assisting the growth and development of business concerns and affordable housing.

(b) **Initial Membership.** The initial membership of this corporation shall consist of the eight (8) Directors named above.

(c) **Termination of Membership.** All members shall continue to be members until membership is terminated by death or resignation of a member.

(d) **Additional Members.** New or additional members of this corporation shall be admitted to membership in this corporation by a majority vote of all of the members at any meeting of the members.

ARTICLE XI

The names and addresses of the Subscribers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
C. Ben Bates Jr.	3400 Crill Avenue Palatka, Florida 32177
Suzanne M. Brown	c/o Barnett Bank P.O. Drawer 1187 Palatka, Florida 32178-1187
Susan M. Hodge	1523 Carr Street Palatka, Florida 32177
C.W. Larson, II	P.O. Box 550 Palatka, Florida 32178-0550
John L. Mikell	511 St. Johns Avenue Palatka, Florida 32177
Linda Owens Myers	P.O. Box 1772 Palatka, Florida 32178-1772
Marjorie T. Shanks	1400 Ocean Street Palatka, Florida 32177
Mary Lawson Brown	107 S 9th Street Palatka, Florida 32177

ARTICLE XII - By-laws

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

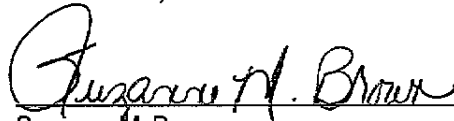
ARTICLE XIII - Amendment of Articles

Amendments to these 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.

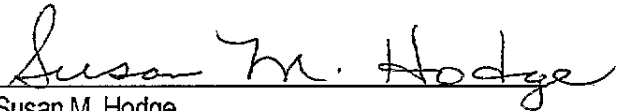
WE, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 9th day of December, 1997.



C. Ben Bates, Jr.



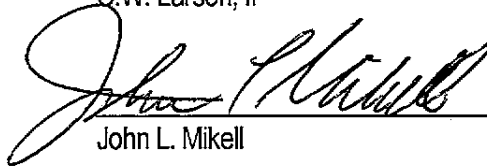
Suzanne M. Brown



Susan M. Hodge



C.W. Larson, II



John L. Mikell



Linda Owens Myers



Marjorie T. Shanks



Mary Lawson Brown

STATE OF FLORIDA
COUNTY OF PUTNAM

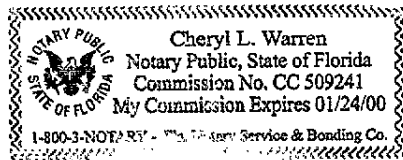
BEFORE ME, the undersigned authority, personally appeared C. BEN BATES, JR., SUZANNE M. BROWN, SUSAN M. HODGE, C.W. LARSON, II, JOHN L. MIKELL, LINDA OWENS MYERS, MARJORIE T. SHANKS, and MARY LAWSON BROWN, to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of December, 1997.



Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED
AND THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA**

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

PALATKA COMMUNITY DEVELOPMENT CORPORATION, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at Palatka, County of Putnam and State of Florida, has named **ALLEN R. BUSH** as its registered agent to accept service of process within this state, who is located at **201 North 2nd Street, Palatka, Florida 32177**.

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said sections relative to keeping open the registered office.


Allen R. Bush, Registered Agent

FILED
98 JAN -8 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA