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MCDONALD, FLEMING, MOORHEAD & FERGUSON

ATTORNEYS AT LAW

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PENSACOLA, FLORIDA 32503

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

STEPHEN R. MOORHEAD
BOARD CERTIFIED
REAL ESTATE ATTORNEY

TELEPHONE (850) 477-0660
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March 31, 1998

Secretary of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: Community Hands, Inc.

Gentlemen:

I am enclosing herewith an original and one copy of Articles of Incorporation for the above-named corporation. Enclosed is a check in the sum of \$122.50 representing the following fees:

Filing fee	\$35.00
Certified copy	52.50
Registered agent fee	<u>35.00</u>
TOTAL	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Please do not hesitate to contact the undersigned should you have any questions. Your prompt attention to this matter is appreciated.

Very truly yours,


Falinda McClung

Enclosures

cc: Ms. Nan Weaver

6/4/3

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -2 AM 11:50

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98 APR -2 AM 11:50

**ARTICLES OF INCORPORATION
OF
COMMUNITY HANDS, INC.
A Not-for-Profit Corporation**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -2 AM 11:50

The undersigned incorporator, a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under Chapter 617, Florida Statutes, and do adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

NAME AND MAILING ADDRESS OF THE CORPORATION

The name of the corporation is "COMMUNITY HANDS, INC.," and street address of the initial principal office and the mailing address for the corporation is:

340 N.W. Beal Parkway
Fort Walton Beach, FL 32548

ARTICLE II.

EFFECTIVE DATE AND DURATION

This corporation shall exist perpetually, commencing upon the filing of these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III.

PURPOSE

Subject to Article II hereof, the general purposes for which the corporation is formed are:

- A. To establish goals, objectives, policies, priorities and courses of action for development and furtherance of the purposes of the corporation.
- B. To secure the support and assistance needed to develop and carry out the purposes of the corporation.
- C. To assist individual and family welfare recipients who volunteer to begin to discontinue their dependence on government-funded welfare and volunteer to participate in various programs to establish or reestablish them in the work force. The corporation will seek to create a partnership

between volunteer families and faith-based organizations for the purpose of creating opportunities for such welfare recipients who volunteer to be trained, to become fully employed, to elevate their standard of living, to develop themselves spiritually and materially, and to become self-sufficient contributors to society while restoring the values and self-respect of welfare recipients who volunteer to seek to become former welfare recipients.

D. To break the cycle of welfare & poverty in the lives of individuals and their families who voluntarily participate in the programs and services offered by the corporation and the faith-based organizations affiliated with the corporation.

E. To serve as a clearinghouse for referral of such families to faith-based organizations; to coordinate the placement of families into programs offered by affiliated faith-based organizations; to locate and recruit the participation of faith-based organizations willing to mentor families and assist individuals and families as they endeavor to become independent from entitlements and to become self-supporting.

F. To improve economic conditions in Escambia, Santa Rosa, Okaloosa, Walton, and Holmes Counties in Florida through accelerating the development of independence and self-respect and through promoting social, vocational, financial and spiritual growth in individuals and families in this five-county area who volunteer to withdraw from dependence on welfare and other entitlements.

G. To recruit, train, assist, develop, coordinate and encourage representatives of participating faith-based organizations in the application of programs principles adopted or developed by or through the corporation.

H. To accomplish such other educational or scientific purposes, consistent with the above purposes, as are approved by the board of directors, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of the United States of America, as it may be amended from time to time.

I. To exercise all of the powers enumerated in Chapter 617, Florida Statutes, as they may be amended from time to time, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers enumerated which are not in derogation of the laws of the State of Florida or the United States of America; provided, however, that the corporation, in exercising anyone or more powers, shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code of the United States of America, as it may be amended from time to time, and such other purposes as are legal under Florida law for a nonprofit corporation.

ARTICLE IV.

ACTS AFFECTING NON-TAXABLE STATUS PROHIBITED

This corporation is organized exclusively for educational, scientific and charitable purposes as a not-for-profit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States of America, and its activities shall be conducted for such purposes and in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes). 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 publication or distribution of statements), any political campaign on behalf of any candidate for public office. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

ARTICLE V.

NON-STOCK CORPORATION

This corporation is organized on a non-stock basis.

ARTICLE VI.

MEMBERSHIP; INITIAL MEMBERS

The authorized number and qualifications of the members of the corporation, the manner of their admission, procedures for replacing members, the voting and other rights and privileges of members shall be set forth in the Bylaws. The initial members of the corporation shall be the following persons:

Honorable Joe Scarborough
4300 Bayou Blvd., Suite 17C
Pensacola, FL 32503

Chuck Kicker
1241 Northbrook
Pensacola, Florida 32504

Dr. Reed Bell
97 Shoreline Drive
Gulf Breeze, FL 32561

Wendy Bennett
3001 High Pointe Place
Pensacola, Florida 32505

Whit Brown, CPA
3711 McClellan Road
Pensacola, FL 32503

Rev. Arnold Bush
St. Jude's Episcopal Church
108 Aurora
Valpariaso, FL 32580

Rev. Daniel Butler
Holy Name of Jesus Church
1200 Valpariaso Blvd.
Niceville, FL 32578

Rev. David Chunn
Shalimar United Methodist Church
1 Old Ferry Road
Shalimar, FL 32579

Dr. Ned Couey
OWCC
100 College Blvd.
Niceville, FL 32578

Leah Downs
4300 Bayou Boulevard, Suite 17C
Pensacola, Florida 32503

Mr. Fred Dreyer
915 E. Choctawhatchee
Niceville, FL 32578

Rev. Jim Gwyn
New Hope Christian Center
311 NW Lovejoy Road
Ft. Walton Beach, FL 32548

Rev. Phil Loyd
Covenant Community Church
1007 Gospel Road
Ft. Walton Beach, FL 32547

Ms. Mary Lou Reed
Jobs and Education Partnership
109 8th Avenue
Shalimar, FL 32579

Rev. Dave Rhodes
First United Methodist Church
P.O. Box 278
Niceville, FL 32578

Mr. Bill Robinson
United Way
112 Tupelo
Ft. Walton Beach, FL 32548

Rev. Samuel Simpson
Baker First Baptist Church
P.O. Box 333
Baker, FL 32531

Freida Spence
Sharing and Caring
810 Spence Circle
Niceville, FL 32578

Nan Weaver
4300 Bayou Blvd., Suite 17C
Pensacola, FL 32503

ARTICLE VII.

BOARD OF DIRECTORS

The corporation shall be directed by a board of directors and which shall have all of the powers granted to a board of directors under Chapter 617, Florida Statutes, as they may be amended from time to time, to the extent that such powers are not in conflict with the Articles of Incorporation. In no event shall the board of directors consist of fewer than three directors. The initial board of directors of the corporation shall be the following persons:

Honorable Joe Scarborough
4300 Bayou Blvd., Suite 17C
Pensacola, FL 32503

Leah Downs
4300 Bayou Boulevard, Suite 17C
Pensacola, Florida 32503

Dr. Reed Bell
97 Shoreline Drive
Gulf Breeze, FL 32561

Nan Weaver
4300 Bayou Blvd., Suite 17C
Pensacola, FL 32503

Whit Brown, CPA
3711 McClellan Road
Pensacola, FL 32503

The manner of election of directors shall be as stated in the Bylaws.

ARTICLE VIII.

INCORPORATORS

The name and address of the incorporator of the corporation is: Nan Weaver, 4300 Bayou Blvd, Suite 17-C, Pensacola, FL 32503.

ARTICLE IX.

OFFICERS

The affairs of the corporation shall be managed, subject to direction by the board of directors, by a President, Vice-President, Secretary and Treasurer as designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the Annual Meeting of the Members and shall serve at the pleasure of the Board. The Bylaws may provide for the removal of officers, for the filling of vacancies and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Honorable Joe Scarborough
Vice President: Dr. Reed Bell
Secretary: Leah Downs
Treasurer: Whit Brown, CPA

ARTICLE X.

BYLAWS

The bylaws of the corporation shall be made, amended or rescinded by the board of directors, as defined above. Bylaws may be amended or rescinded by a majority vote of the board of directors, provided that a quorum of the board of directors is present, as a quorum is defined in the bylaws of the corporation.

ARTICLE XI.

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation is 4300 Bayou Boulevard, Suites 12&13, Pensacola, FL 32503.

The initial registered agent of the corporation at such address is: Suzanne Blankenship.

ARTICLE XII.

NO DISTRIBUTION TO MEMBERS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered by persons other than its officers and members, and to make payments and distributions in furtherance of the purposes set forth in Article III above.

ARTICLE XIII.

DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seal on the dates written below.

Nan Weaver

Nan Weaver, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was sworn to and acknowledged before me this 31st day of March 1998, by Nan Weaver, who has produced a Florida driver's license as identification or who is personally known to me.



Falinda G. McClung
My Commission CC562414
Expires Feb. 14, 2000

Falinda G. McClung
NOTARY PUBLIC

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, SUZANNE BLANKENSHIP, hereby accept the appointment as Registered Agent for COMMUNITY HANDS, INC., a Not-for-Profit Corporation, as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 31st day of March 1998.



SUZANNE BLANKENSHIP

Corporat/Communit/Articles

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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