

# ANDERSON & ARTIGLIERE

a professional association

JON H. ANDERSON  
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June 22, 1998

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\*\*\*\*122.50 \*\*\*\*122.50

Bureau of Corporate Records  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Winter Haven Residents Council, Inc.  
My File: WINTHA0001

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed please find a check in the amount of \$122.50.

I would appreciate it if you would file the Articles of Incorporation and return a certified copy to our office.

Thank you for your kind attention to this matter.

Sincerely,

*Signed in Mr. Anderson's absence to avoid delay in mailing*

*Jon H. Anderson*  
JON H. ANDERSON

FILED  
98 JUN 24 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

JHA/ds

Enclosure

cc: Mr. Anthony D. Bobo  
Ms. Lovett Johnson

JUN 26 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**WINTER HAVEN RESIDENTS COUNCIL, INC.**

**FILED**  
98 JUN 24 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under the Florida Not-For-Profit Corporation Act, Florida Statutes, Chapter 617, does hereby make and adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is WINTER HAVEN RESIDENTS COUNCIL, INC.

**ARTICLE II - NOT FOR PROFIT**

The corporation is a not-for-profit corporation under the laws of the State of Florida. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation shall be distributable to or for the benefit of the corporation's Members, Directors or Officers, except as to the extent permissible under law, and in accordance with these Articles of Incorporation.

**ARTICLE III - DURATION**

This corporation shall have perpetual existence commencing on the date of filing of these Articles.

**ARTICLE IV - PURPOSES**

This corporation is organized, and shall be operated exclusively for, the following purposes:

- A. To represent the interests of residents of the Winter Haven Housing Authority.
- B. To exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limit or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Notwithstanding the foregoing, the corporation's purposes shall be accomplished only in a manner consistent with the exempt purposes set forth in the subsection of Section 501(c)(3) of the Internal Revenue Code of 1954 under which the corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

#### ARTICLE V - POWERS

The corporation shall have full power to transact and perform such acts and things as shall be necessary or appropriate for the attainment of the purposes described in Article IV, above. Without limiting the generality of the foregoing language, the corporation shall have the power:

A. To acquire, receive and accept, by way of grant, gift, devise, bequest, purchase, lease or otherwise, real property and personal property of every kind, including security interests in real property (which term, for the purposes hereof, includes without limiting the generality thereof, first mortgages on real property and receipts, notes, certificates or other instruments representing any rights or interests therein or with respect thereto) created or ensued by any person, firm, association, corporation or government or subdivision thereof;

B. To exercise all rights, powers and privileges in respect to the above described property, including the power to hold, administer, sell, convey and dispose of, invest and reinvest such property and the income and proceeds thereof;

C. To use, apply or disburse any of its property or the income or proceeds thereof, exclusively for or toward any one or more of the purposes as enumerated in Article IV;

D. To borrow money, issue bonds, debentures, notes or other obligations or securities;

E. To receive gifts, bequests and other income and to solicit funds and raise money to fulfill the above stated purposes;

F. To receive gifts or conveyances in trust and to hold properties in trust for the purposes set forth above;

G. To exercise the corporate powers as set forth in Florida Statutes, Section 617.21, as it exists upon the date of this charter and to exercise such corporate powers as shall be added to Florida Statutes, Section 617.21 or its successor at any time in the future;

H. To take any other lawful action necessary to the accomplishment of the purposes described in Article IV.

#### ARTICLE VI - LIMITATION

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its Members, Directors, Officers or employees, but 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.

#### ARTICLE VII - MEMBERS

The corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Arletha Wilson	2670 Avenue C SW Winter Haven, Florida 33880
Coretta T. Hopkins	2670 Avenue C SW Winter Haven, Florida 33880
Tonya Martin	2670 Avenue C SW Winter Haven, Florida 33880
Princilla Garrison	2670 Avenue C SW Winter Haven, Florida 33880
Janice Lovett	2670 Avenue C SW Winter Haven, Florida 33880
Patricia Brown	2670 Avenue C SW Winter Haven, Florida 33880
Rosa Allen	2670 Avenue C SW Winter Haven, Florida 33880

#### ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and principal office of the corporation is 2670 Avenue C SW, Winter Haven, Florida 33880, and the name and address of the initial registered agent is Lovett Johnson.

#### ARTICLE XI - INITIAL BOARD OF DIRECTORS

The management of the corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is six. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less

than three. Elections or appointments shall occur at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Director of the corporation is as follows:

Arletha Wilson	2670 Avenue C SW Winter Haven, Florida 33880
Coretta T. Hopkins	2670 Avenue C SW Winter Haven, Florida 33880
Tonya Martin	2670 Avenue C SW Winter Haven, Florida 33880
Princilla Garrison	2670 Avenue C SW Winter Haven, Florida 33880
Janice Lovett	2670 Avenue C SW Winter Haven, Florida 33880
Patricia Brown	2670 Avenue C SW Winter Haven, Florida 33880
Rosa Allen	2670 Avenue C SW Winter Haven, Florida 33880

#### ARTICLE X - HONORARY OR ADVISORY BODIES

The Bylaws may provide for ex officio and honorary or advisory bodies or boards, with the members of such honorary or advisory boards to be designated by such title as the Board of Directors shall determine from time to time. The Bylaws shall describe the duties and privileges of the members of honorary or advisory boards.

#### ARTICLE XI - OFFICERS

The Officers of the corporation shall be identified and described in the Bylaws. Officers shall be elected or appointed by the Board of Directors. Elections or appointments shall occur at such time and in such manner as may be prescribed by the Bylaws. Officers may be removed by the Board of Directors as provided in the Bylaws.

#### ARTICLE XII - INCORPORATOR

The name and address of the incorporator is Anthony D. Bobo, 7501 Okeechobee Court, Tampa, Florida 33617.

#### ARTICLE XIII - BYLAWS

The Bylaws of the corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by majority vote of the Directors present at any meeting of the Board of Directors when a quorum of the Board of Directors has been established. The

provisions of Section 617.0206, Florida Statutes as amended from time to time, shall govern the Bylaws.

#### ARTICLE XIV - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. However, no amendment or repeal of any provision of these Articles of Incorporation shall be adopted or, if adopted, effective, if such amendment or repeal is inconsistent with the exempt purposes set forth in Article IV, above.

#### ARTICLE XV - NONSTOCK BASIS

The corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not-For-Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the corporation.

#### ARTICLE XVI - INDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former officer or Director, in accordance with the provisions of Florida Law or the Bylaws of the corporation.

#### ARTICLE XVII - TAX EXEMPT STATUS

It is the intention of this corporation at all times to qualify and remain qualified as exempt from Federal and Florida income taxes, sales taxes, excise taxes, and the like, as the statutes and rules authorizing, appropriating or levying such taxes may from time to time be amended. Accordingly:

- A. The corporation is not to have authority to issue capital stock.
- B. The corporation shall not be conducted or operated for profit, and no part of the net earnings of the corporation shall inure to the benefit of any member, Director, Officer, employee or individual nor shall any of such net earnings nor any of the property or assets of the corporation be used other than for the purposes of the corporation set out in Article IV hereof.
- C. Except as permitted under Section 501(h), which allows the corporation to elect to engage in limited lobbying activities, no substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the

corporation participate or intervene, by publishing or distributing statements or otherwise, in any political campaign of any candidate for public office.

D. In the event of a liquidation, dissolution or termination, or winding up of the corporation, whether voluntary, involuntary, or by operation of law, all of the property or assets of the corporation remaining after discharge of valid obligations, including costs and expenses of dissolution, shall be distributed among organizations which are qualified for exemption under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code, for a public purpose, and none of the assets shall be distributed to any member, officer, or director of this corporation.

E. Notwithstanding any of the provisions of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (i) 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 (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

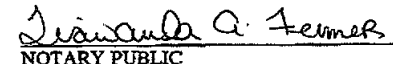
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 16 day of June, 1998.

  
ANTHONY D. BOBO, Incorporator

STATE OF FLORIDA  
COUNTY OF POLK

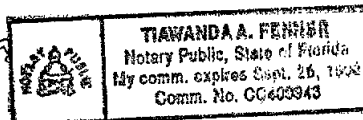
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ANTHONY D. BOBO, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that he is personally known to me or I relied upon the following form of identification of the above-named person: Anthony D. Bobo

Witness my hand and official seal in the County and State last aforesaid this 16th day of June, 1998.

  
NOTARY PUBLIC

My Commission Expires:

September 26, 1998



ACCEPTANCE BY REGISTERED AGENT

The undersigned, LOVETT JOHNSON, being the person appointed in the foregoing Articles of Incorporation as the registered agent for Winter Haven Residents Council, Inc., hereby accepts such appointment this 20th day of April, 1998.

  
LOVETT JOHNSON

FILED  
98 JUN 24 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA