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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Washington Park Homes United Resident Council Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
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Examiner's Initials _____
3. SMITH SEP 15 1998

ARTICLES OF INCORPORATION
OF
WASHINGTON PARK HOMES UNITED RESIDENT COUNCIL, INC.

We, the undersigned residents of the State of Florida, being eighteen (18) years or more of age, do hereby associate ourselves together for the purpose of forming a Non-profit corporation under the statues of the State of Florida.

ARTICLE I
NAME

The name of the Corporation shall be Washington Park Homes United Resident Council, Inc.

ARTICLE II
DURATION

The term of the Corporation shall be perpetual.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

The address of the Corporation's initial principal office is 1420 North Florida Avenue, Apt #146, Lakeland, Florida 33805. The Board Of Directors may from time to time move the principal office to any other address in Lakeland, Florida 33805.

The registered agent of the Corporation is June Stephens is 1420 North Florida Avenue, Apt. #146, Lakeland, Florida 33805.

ARTICLE IV
PURPOSE

The purpose for which the corporation is organized is exclusively for educational, charitable and scientific, that are described in Section 501(c) (3) of the Internal Revenue Code of 1986, including but not limited to the organization, maintenance and supervision of an office.

- (1.) To work for the interests and concerns of the residents of Washington Park Homes.

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- (2.) To help residents understand their rights and responsibilities as residents of Washington Park Homes.
- (3.) To serve as a clearing house of HUD information intended for residents.
- (4.) To help the youth of residents understand the importance of getting a good education.
- (5.) To provide a comprehensive counseling and mentoring program for youth and adults.
- (6.) To seek employment and entrepreneurship opportunities for residents.
- (7.) To develop programs and activities which help youth and adults improve their self-esteem and respect within and toward others.
- (8.) To seek and provide activities and opportunities which will help youth and adults to develop their maximum potential so that they become productive and contributing citizens in our diverse society.

In furtherance, but not in limitation of the foregoing purposes, the corporation shall have the power and authority;

- (1.) To receive assistance, money (as grants or otherwise), real or personal property and any other form of contribution, gifts, bequest or devise from any person, firm or corporation to be utilized in the furtherance of the necessary, objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the Board of Directors as required by the bylaws.
- (2.) To distribute, in the manner, form and method, and by means determined by the Board of Directors of this corporation, any and all forms of contributions received by it in carrying out the programs of the corporation in furtherance of its stated purposes. Money and real or personal property contributed to the corporation in furtherance of those objects and purposes are and shall continue to be impressed with a trust for such purposes.

- (3.) To adopt and use a corporation seal containing the words Corporation Not For Profit if desired and deemed necessary, but, this shall not be compulsory unless required by law.
- (4.) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purpose for which this Corporation is formed.

Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income tax under section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE V **MEMBERS**

The corporation shall have members.

ARTICLE VI **LIMITATION**

Section 1. The Corporation shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or intervene in (including the publishing or distribution of statement), any political campaign on behalf of any candidate for public office.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, or officers, 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 purpose set forth above.

ARTICLE VII **DISSOLUTION**

The regulation of internal affairs of the Corporation, including the distribution of assets on dissolution, shall be provided for in the bylaws and shall include that:

- (1.) Upon dissolution of the Corporation or winding down of its affairs, the assets of the Corporation shall be applied and distributed as follows:
- (a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made;
 - (b) Assets held by the Corporation upon condition requiring, return, transfer or conveyance, which condition occurs by reason of the dissolution or winding down, shall be returned, transferred or conveyed in accordance with such requirements; and
 - (c) All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be transferred or conveyed to one or more religious, charitable, education or scientific organizations (i) which are described in Section 509(a) (1), (2), or (3), and (ii) to which deductible contributions can be made under Section 170 (c) (2), 2522 (a) (2), as the Board of Directors shall select.

ARTICLE VIII **INDEMNIFICATION**

Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director may be a party or may become involved by reason of being or having been a director or officer at the such expense incurred, except when the director or officer is adjudged guilty of, or liable for, willful misfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance shall be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the Board.

ARTICLE IX
BOARD OF DIRECTORS

Section 1. Management. The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is four (4). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than four (4). The Directors shall elect the officers of the Corporation in the manner prescribed by the Bylaws. The Bylaws may provide for ex-officio and Honorary Directors, and their rights and privileges.

Directors shall be elected as according to the by-laws.

Section 2. Vacancies. If a Director elected by the Board of Directors shall for any reason cease to be a Director, the remaining Directors may elect a successor to fill the vacancy for the balance of the term in the manner prescribed by the Bylaws.

The name and address of each original Director of the Corporation is as follows:

June Stephens	1420 N. Florida Ave. Apt. #146 Lakeland, Florida 33805
Thelma Truedell	1420 N. Florida Ave. Apt. #117 Lakeland, Florida 33805
Luqueasha Truedell	1420 N. Florida Ave. Apt. #117 Lakeland, Florida 33805
Dether Wilson	1420 N. Florida Ave. Apt. #122 Lakeland, Florida 33805

ARTICLE X
OFFICERS

The Officers of the Corporation shall consist of a President, Vice-President, Historian/Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

June Stephens	1420 N. Florida Ave. Apt.#146	President
	Lakeland, Florida 33805	

Thelma Truedell	1420 N. Florida Ave. Apt. #117 Lakeland, Florida 33805	Vice-President
Luqueasha Truedell	1420 N. Florida Ave. Apt.#117 Lakeland, Florida 33805	Historian/ Secretary
Dether Wilson	1420 N. Florida Ave. Apt #122 Lakeland, Florida 33805	Treasurer

ARTICLE XI **INCORPORATORS**

June Stephens	1420 N. Florida Ave. Apt #146 Lakeland, Florida 33805	
Thelma Truedell	1420 N. Florida Ave. Apt #117 Lakeland, Florida 33865	
Luqueasha Truedell	1420 N. Florida Ave. Apt #117 Lakeland, Florida 33805	
Dether Wilson	1420 N. Florida Ave. Apt #122 Lakeland, Florida 33805	

ARTICLE XII **BYLAWS**

The Bylaws of the Corporation shall be made and adopted by the Board of Directors consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed in the manner set forth in the Bylaws by the Board of Directors.

ARTICLE XIII **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 reservation. The Articles of Incorporation shall be amended in

accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provision for amendments are adopted by the Corporation pursuant by law.

ARTICLE XIV
FISCAL YEAR

The fiscal year of the Corporation shall begin January 1 and end December 31 of each calendar year.

ARTICLE XV
TERRITORY

The territory in which the operations of the Corporation is principally to be conducted is Lakeland, Florida.

IN WITNESS WHEREOF, We, the undersigned do acknowledge these Articles of Incorporation and accordingly have hereunto set hands this _____ day of September, A.D. 1998.

June F. Stephens
June Stephens

Thelma Truedell
Thelma Truedell

Luqueasha Truedell
Luqueasha Truedell

Dether S. Wilson
Dether Wilson

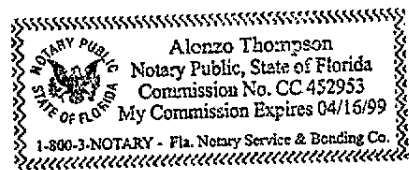
**STATE OF FLORIDA
COUNTY OF POLK**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared:

June Stephens
Thelma Truedell
Luqueasha Truedell
Dether Wilson

to me well known to be the persons described in the foregoing Articles of Incorporation and acknowledge before me that they subscribed to same.

Alonzo Thompson
NOTARY PUBLIC



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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 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: Washington Park Homes United Resident Council Inc.

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

June Stephens
(Name)
1420 N. Florida Ave., Apt. #146
(P.O. Box not acceptable)
Lakeland, Florida 33805
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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.

June Stephens
(Signature)

9-11-98
(Date)