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To: Department of State
Division of Corporations
P. O. Box 6237
Tallahassee, FL 32314

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-10/16/98--01030--010
****122.50 ****78.75

Subject: **The Mt. Carmel Community Development Corporation of Ocala**

Dear Sir/Madam:

The enclosed NONPROFIT ARTICLES OF INCORPORATION, designation of Registered Agent and check in the amount of \$122.50 are being submitted to register the above as a NONPROFIT CORPORATION duly authorized to conduct its affairs in the State of Florida.

This amount above includes the fee for a certified copy of the articles, which we would like sent to us via return mail.

Please return all correspondence concerning this matter to:

Ms. Omega Holmes, Chairman
c/o The Mt. Carmel Community Dev. Corp. of Ocala
1725 N.W. 4th Street
Ocala, Florida 34475

Should you need to contact someone concerning this matter, please call Willie Scott at (561) 744-9677.

Sincerely,

Eloise Pruitt
Eloise Pruitt
Secretary

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

The Mt. Carmel Community Development Corporation of Ocala

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

The Mt. Carmel Community Development Corporation of Ocala

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the corporation shall be

The Mt. Carmel Community Development Corporation of Ocala
1725 N.W. 4th Street
Ocala, Florida 34475

ARTICLE III - PURPOSES

The specific purposes for which the corporation is organized are:

The corporation shall pursue both residential and commercial development and revitalization to stimulate investment in both economic and social development in the Zuber and surrounding communities of low- to moderate-income residents within Marion County.

To help provide for the health and safety of these residents through the provision of (or advocacy for) social services such as child care, after-school programs senior citizens' services, referrals to legal assistance; prevention programs such as school dropouts, crime intervention, teen pregnancy, and AIDS awareness.

To stimulate economic growth through programs designed for rural development through jobs creation;

To purchase, sell, mortgage or otherwise encumber real property;

To pursue public and private funding for affordable and replacement housing, land conservation, farming, and other purposes.

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States & of the State of Florida.

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ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

Elective Officers:

The elective officers shall consist of a President, Treasurer and Secretary, all of whom shall serve for a period of two (2) years or until their successors are duly elected.

The initial Board of Directors shall serve an initial first term of three years. Thereafter, all terms shall be two years, with Directors being elected in the following manner:

- (a) In order to maintain continuity on the Board of Directors, one-third (1/3) of the Directors shall be elected each year.
- (b) At the inception and adoption of these articles, one-third (1/3) of the directors shall be elected for a period of three years; one-third (1/3) for a period of two (2) years; and one-third (1/3) for a period of one (1) year.
- (c) Thereafter, one-third (1/3) of all directors shall be elected for a period of three (3) years at the annual meeting.

The By-Laws shall outline details on the holding of elections, membership of the organization, eligibility for Directors, etc.

ARTICLE V - LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes, unless limited as follows:

N/A

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

Omega Holmes
c/o The Mt. Carmel Community Development Corporation of Ocala
1725 N.W. 4th Street
Ocala, Florida 34475

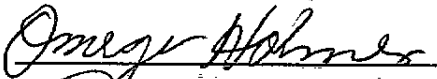
ARTICLE VII - INCORPORATORS

The name and street addresses of the incorporators for these Articles of Incorporation are

1. Omega Holmes, Chairman, 1504 N.W. 20th Court, Ocala FL 34475
2. Joseph Howard, P.O. Box 664, Fairfield, FL 32634
3. Mary Brigham, 2360 S.W. 7th Street, Ocala, FL 34474
4. Eloise Pruitt, Secretary, 626 S.W. 10th Avenue
5. Jerald Blue, 13731 S. E. 25th Street, Morriston, FL 32668

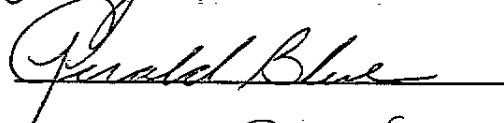
The undersigned incorporators have executed these Articles of Incorporation this
12 day of 10, 1998.

Signatures of the incorporators



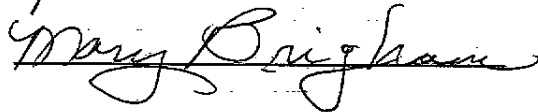
Omega Holmes

Typed name of incorporator signing



Jerald Blue

Typed name of incorporator signing



Mary Brigham

Typed name of incorporator signing

articles

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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: THE MT. CARMEL COMMUNITY DEVELOPMENT
CORPORATION OF OCALA.

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

MS. OMEGA HOLMES, C/O THE MT. CARMEL COMMUNITY DEVELOPMENT
CORPORATION OF OCALA.

(NAME)

1725 N.W. 4TH STREET

(P.O. BOX NOT ACCEPTABLE)

OCALA, FLORIDA 34475

(CITY/STATE/ZIP)

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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.

SIGNATURE

Omega Holmes

DATE

10-12-98