

N98000007308

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: ENVIRONMENTAL CHANGE OF HABITATION OPERATING
(Proposed corporate name - must include suffix) Inc.

500002725165--6
-12/29/98--01070--003
****157.50 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- \$70.00 Filing Fee
- ~~\$78.75~~ Filing Fee & Certificate
- ~~\$122.50~~ ^{78.75} Filing Fee & Certified Copy
- \$131.25 Filing Fee, Certified Copy & Certificate

FROM: NORALYNN A. ANDERSON
Name (Printed or typed)

1029 OLD FIELD DR.
Address

BRANDON, FL 33511
City, State & Zip

(813) 643-4168
Daytime Telephone number

FILED
98 DEC 29 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
93 DEC 29 PM 12:31

Dmc
12/29/98

NOTE: Please provide the original and one copy of the articles.

FILED

98 DEC 29 PM 12:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ENVIRONMENTAL CHANGE OF HABITATION OPERATION, INC.
(A CORPORATION NOT FOR PROFIT)**

We, the undersigned natural persons of the age of twenty-one (21) years or more, acting as incorporators of a corporation not for profit, adopt the following Articles of Incorporation for such Corporation pursuant to Chapter, 617, of Title 34 of the Statutes of the State of Florida.

FIRST: The name of the Corporation is **ENVIRONMENTAL CHANGE OF HABITATION OPERATION, INC.**,

SECOND: The term of the Corporation shall be perpetual.

THIRD: The address of the Corporation's initial registered office is 1029 Old Field Drive, Brandon, Florida 33511 and the name of its initial registered agent at such address is Noralynn A. Anderson.. The principal office shall be 1308 E. Tennessee Street, Plant City, Florida 33566.

FOURTH: The purposes for which the Corporation is formed are educational and charitable, more particularly:

A. To lessen neighborhood tensions, eliminate discrimination and combat deterioration by expanding the opportunities available to members of minority and poverty groups to improve themselves economically, to own, manage, operate and be employed in business enterprises in economically underprivileged or depressed areas; to assist members of minority and poverty groups in developing entrepreneurial and management skills necessary for the successful investment in or operation of business enterprises; and to assist members of such underprivileged groups in obtaining adequate financial support, education and training for the successful investment, ownership, management and operation of business enterprises.

B. To aid, support and assist by gifts, contributions or otherwise, other corporations, community chest, funds and foundations organized and operated exclusively for charitable, religious, scientific, literary or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual and no substantial part of the activities of which is carrying on as propaganda, or otherwise attempting to influence legislation in such a manner that it would cause loss of tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code, as amended.

C. Either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind such as corporation, associations, institutions, foundation, or Governmental agencies, to do any and all lawful activities which may be necessary, useful or desirable for the furtherance and accomplishment of the foregoing purposes, including the actual operation, funding, or investment in such trades or businesses which are directly related to and in furtherance of the Corporation's exempt purposes, as expressed above, and to these ends the Corporation is formed for these purposes as well:

- (i.) To provide advice, support, credit, funds, capital, gifts and all other lawful forms of assistance, to or for use in business enterprises substantially owned or operated, or to be substantially owned or operated, by the Corporation or by members of minority and poverty groups;
- (ii.) To furnish management, administrative support, training, education and assistance to members of such underprivileged groups in order to enable them to develop the necessary skills to successfully invest in, own, or operate business ventures;
- (iii.) To encourage and assist members of such underprivileged groups to organize, create, acquire, obtain financing for, invest in, own, manage and operate business enterprises;
- (iv.) To obtain information and conduct research, studies and analyses, and prepare and publish reports, as to any and all matters that maybe of use in furthering the expansion of business enterprises, substantially owned or operated or to be substantially owned and operated by members of such underprivileged groups, including information, research, studies analyses of markets, products surveys, skills, sources of financing and any and all other matters;
- (v.) To conduct educational, training and other efforts to eliminate any prejudice and discrimination in the business and financial community, and to foster the establishment of sound and constructive relationships between the governmental, business and financial community and members of such underprivileged groups seeking economic opportunities; and
- (vi.) To aid, support, and assist by gifts, contributions, loans, investments and other lawful forms of assistance other persons or organizations seeking to expand the opportunities for business investment, operation and ownership by members of such underprivileged groups in organizing, creating, acquiring, obtaining financing for, investing, in owning, managing and operating business enterprises.

D. In furtherance, but not in limitation of the foregoing purposes the Corporation shall have the power and authority:

- (i.) To receive and administer funds and contribution received by gifts, deed, bequest or devise, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expand, contribute, use, sell or otherwise dispose of any money, securities, property, rights or services so acquired for the purposes above mentioned;
- (ii.) To borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations, for monies borrowed, or in payment for property acquired or for any of the purposes of the Corporation, and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of or agreement in regards to all or any part of the property, rights or privileges of the Corporation,
- (iii.) To invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares of preferred and common stock, and any other securities of any kind whatsoever, and property, real, personal or, mixed, tangible or intangible, all as the Corporation's Board of Directors shall deem advisable and as may be permitted by law;
- (iv.) To do all such other acts as are necessary or convenient to accomplish the objects and purposes herein set forth to the same extent and as fully as any natural person could or might do and as not forbidden by law or by these Articles of Incorporation or by law;
- (v.) To have all powers that may be conferred upon not for profit corporations formed under the Laws of the State of Florida.

All of the forgoing purposes and powers and all other purposes and powers in which the Corporation is permitted to engage in or have by this Certificate or Articles of Incorporation shall be in or have by this Certificate or Articles of Incorporation shall be exclusively for such public charitable and educational purposes as are within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 as it is currently and shall hereafter be in force and effect.

FIFTH: The fiscal year of the Corporation shall begin October 1 and end September 30th of each calendar year.

SIXTH: No part of any net earnings of the Corporation shall inure to the benefit of any member of individual and no member, director or officer of the Corporation shall

receive any pecuniary benefit from the Corporation, except such reasonable compensation as may be allowed for services actually rendered to the Corporation; consist of carrying on propaganda, or otherwise attempting to influence legislation in such a manner that it would cause loss of it's tax exemption; nor shall it intervene in or participate in any political campaign on behalf of any candidate for public office; nor shall it influence the outcome of any specific public election, including any voter registration drive. Upon any dissolution of the Corporation, no member shall be entitled to any distribution or division of it's remaining property or it's proceeds, and the balance of all money and other property received by the Corporation from any source, including it's operations, after the payment of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used or distributed, subject to the order of the Courts of the State of Florida as provided by law, exclusively for purposes within the intent of Section 501(c)(3) of the Internal Revenue Code of 1954 as the same may be amended from time to time.

SEVENTH: In the event this Corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1954, as amended, then the Corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Internal Revenue Code Section 4942, as amended, and the Corporation shall be prohibited from engaging in any act of self-dealing (As defined in section 4341 (d), from retaining any excess business holdings (as defined in section 4941 (d), from retaining any excess business holdings (as defined in section 4943 (c), from making any investment in such manner as to any taxable expenditures (as defined in section 4944, and from making any taxable expenditures (as defined in section 4945 (d), all sections of the Internal Revenue Code of 1954, as amended.

EIGHTH: Membership in the Corporation shall be free and always open to all resident of the Community Redevelopment Area of Plant City, Hillsborough County, Florida who are 18 years of age or older.

NINTH: The affairs of the Corporation shall be managed by the Board of Directors of which one-third shall be elected annually in August of each year. The Board of Directors shall appoint as officers of the Corporation, a president, vice-president, secretary and treasurer, all of whom shall hold office until removed by the Board of Directors.

TENTH: Elections will be publicized within the **ENVIRONMENTAL CHANGE OF HABITATION OPERATION, INC.**, service area and ample opportunity will be given all residents of the Community Redevelopment Area of Plant City service area, who are eighteen (18) years of age or older, to participate in the election process.

ELEVENTH: A majority of the Board of the **ENVIRONMENTAL CHANGE OF HABITATION OPERATION, INC.**, must be elected by those members of the

Corporation who are eligible service delivery area residents.

TWELVE: The names of the officers who are to serve until the first election or appointment under the Articles of Incorporation are:

President: Chandra E. Gordon
1308 E. Tennessee Street
Plant City, FL 33566

Vice-President: Wanda F. Holmes
506 Grant Street
Plant City, Florida 33566

Secretary: Lillian L. Gordon
1308 E. Tennessee Street
Plant City, Florida 33566

Treasurer: Ernest Anderson
1029 Old Field Drive
Brandon, Florida 33511

THIRTEENTH: The number of persons constituting the first Board of Directors shall not be less than three (3) not more than twenty - five (25) and the names and addresses of such persons who are to serve as directors until the first election thereof are:

Chandra E. Gordon
1308 E. Tennessee Street
Plant City, Florida 33566

Wanda F. Holmes
506 Grant Street
Plant City, Florida

Lillian L. Gordon
1308 E. Tennessee Street
Plant City, Florida 33566

Ernest Anderson
1029 Old Field Drive
Brandon, Florida 33511

FOURTEENTH: The By-Laws may be made, altered or rescinded by a majority vote of the Members at any meeting at which time a quorum is present. The Articles of Incorporation may be made, altered rescinded by a two-thirds vote of the Members at any meeting at which time a quorum is present. The Board of Directors also may make, amend or rescind the By-laws or Articles of Incorporation by vote of a majority of all Directors, but such making, Amendment of rescission shall be valid only until the first meeting of members held thereafter at which time a quorum is present, when it shall become invalid unless such action is ratified by the Members, in the case of a By-law, by majority vote, and in the case of the Articles of Incorporation, by two thirds vote.

FIFTEENTH: The territory in which the operations of the Corporation principally to be conducted is the Community Redevelopment Area, Plant City, Hillsborough County, Florida and which be specifically defined and outlined in the Corporation's By-Laws.

SIXTEENTH: The names and residences of the subscribers to these Articles are:

Chandra E. Gordon

Chandra E. Gordon
1308 E. Tennessee Street
Plant City, Florida 33566

Wanda F. Kitchen

Wanda F. Kitchen
506 Grant Street
Plant City, Florida 33566

Lillian L. Gordon

Lillian L. Gordon
1308 E. Tennessee Street
Plant City, Florida 33566

Ernest Anderson

Ernest Anderson
1029 Old Field Drive
Brandon, Florida 33511

IN WITNESS WHEREOF, we the undersigned, do subscribe and acknowledge these Articles of Incorporations and accordingly have hereunto set our hands this 11th day of December A.D., 1998.

Chandra E. Gordon
Chandra E. Gordon

Wanda F. Holmes
Wanda F. Holmes

Lillian L. Gordon
Lillian L. Gordon

Ernest Anderson
Ernest Anderson

STATE OF FLORIDA:
COUNTY OF HILLSBOROUGH:

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

Chandra E. Gordon
Wanda F. Kitchen
Lillian L. Gordon
Ernest Anderson

To me well known to the persons described in the foregoing Articles of Incorporation as subscribers and who executed the forgoing Articles of Incorporation and acknowledge before me that they subscribed to same.

IN WITNESS WHEREOF, I have here unto set my hand and affixed my official seal at Plant City, Hillsborough County, this 11th day of December A.D., 1998

Rosa W. Mobley
Notary Public, State of Florida

My Commission Expires:



FILED

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

98 DEC 29 PM 12:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 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:

ENVIRONMENTAL CHANGE OF HABITATION, OPERATION, INC
(must include suffix)

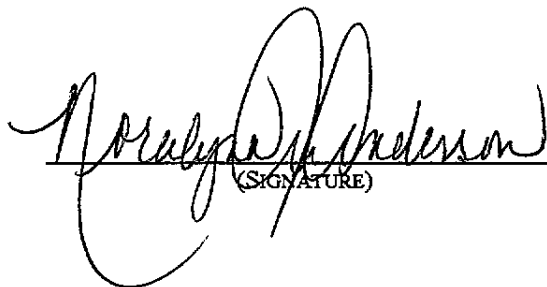
2. The name and address of the registered agent and office is:

NORALYNN A. ANDERSON
(NAME)

1029 OLD FIELD DRIVE
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

BRANSON, FLORIDA 33511
(CITY/STATE/ZIP)

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)

12-28-98
(DATE)