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TRANSMITTAL LETTER

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

000002775760--8

02/15/99--01123--002

*****87.50 *****87.50

cc. cus

SUBJECT: Nehemiah's Victory Community Development Corporation, Inc.
(Proposed corporate name / must include suffix)

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 of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FILED
99 FEB 15 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: Dr. Terry Conward
Name (Printed or typed)

8400 N.E. Second Ave.
Address

Miami, FL 33138
City, State & Zip

(305) 757-1600
Daytime Telephone number
693-5525

F. CHESSE

FEB 19 1999

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

**ARTICLES OF INCORPORATION
OF
NEHEMIAH'S VICTORY COMMUNITY DEVELOPMENT CORPORATION
A NONPROFIT CORPORATION**

FILED
FEB 15 AM 8:00
99
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a Nonprofit Corporation, under the provisions of the Nonprofit Corporation Law of the State of Florida, do agree to the following:

ARTICLE 1. NAME

The name of the Corporation shall be: **THE NEHEMIAH'S VICTORY COMMUNITY DEVELOPMENT CORPORATION**

The principal place of business of this corporation shall be:
8400 N.E. SECOND AVENUE, MIAMI, FL 33138

ARTICLE 11. PURPOSE

Said Corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law. Specifically, NVCDC will:

1. Engage in activities designed to raise the economic welfare, educational and social levels of underprivileged or low and moderate income residents generally throughout the United States of America, but primarily in the State of Florida;
2. Stimulate and encourage community economic development in minority, poor or disadvantaged communities by expanding the opportunities for residents of those communities to obtain affordable, low cost housing and to enter into business enterprises designed to improve the social and economic fabric of the low-income community;
3. Provide low income housing to low and moderate income area residents through acquisition, construction and or rehabilitation activities;
4. To promote economic development through the creation of jobs, business ownership; shopping center development, capital development, banking and other activities designed to improve the overall welfare of area residents.
5. Cooperate with other local, state, regional or national groups in the common endeavor to advance community economic development;

6. Promote the purpose and effectiveness of community economic development by any and all means consistent with the public interest.

Notwithstanding any other provision of these Articles, this corporation will not carry on any other 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 1954 or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE 111. POWERS

In furtherance, but not in limitation of the foregoing charitable, educational, literary and scientific purposes, the corporation shall have the following powers:

- (1) To solicit, collect and receive money and other assets, and to administer funds and contributions received by grant, gift, deed, bequest or services so acquired for the purposes above mentioned;
- (2) To borrow and lend money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations, for moneys 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 regard to all or any part of the property, rights or privileges of the corporation;
- (3) To invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares or preferred and common stock, and property, real, personal or mixed, tangible or intangible, as the corporation's board of directors shall deem advisable and as may be permitted by law;
- (4) To exercise all other rights and powers conferred upon corporations formed under the Nonprofit Corporation Law of the State of Florida, provided, however, that the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary purposes of the corporation.
- (5) All of the foregoing purposes and powers shall be exercised exclusively for charitable, scientific, and educational purposes in such a manner so that the corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, and as amended.

ARTICLE 1V. FORMATION

The Corporation is formed solely for charitable, educational, literary and scientific purposes. The Corporation is not organized, nor shall it be operated for the primary purpose of generating pecuniary gain or profit, and it will not distribute any gains, profits, or dividends to the members thereof, or to any individual, 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 its specific and primary purposes. The property, assets, profits and net income of the corporation are irrevocably dedicated to charitable, educational, literary and scientific purposes, and no part of the profit or net income of the Corporation shall inure to the benefit of any Director, Officer, or Member thereof or to the benefit of any individual.

ARTICLE V. WINDING UP OR DISSOLUTION

Upon the dissolution of the Organization, the assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal, State, or Local Government for a public purpose. Any such assets not so disposed of, shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Organization is then located, exclusively for such purposes.

ARTICLE V1. RESTRICTIONS

In the event that this Corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code of 1954, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; and shall not make any investments in such manner as to subject it to tax under section 4942 or 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE V11. MEMBERSHIP

The membership of this corporation shall constitute all persons hereinafter named as officers and directors and such other persons as from time to time may become members as stated in the bylaws.

ARTICLE V111. MANAGEMENT

The business of this corporation shall be managed by the Board of Directors. This Corporation shall have three directors initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than three.

The Board of Directors shall be elected and hold office in accordance with the bylaws. The name and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are:

Victor T. Curry, Director 13230 N.W. Seventh Avenue, Miami, FL 33156

Anthony Dawsey, Director 8021 N. E. Seventh Ave., Miami, FL 33138

Leonardo Starke, Esq., Director 3340 McDonald St., Miami, FL 3

ARTICLE 1X. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Victor T. Curry, Chairman of the Board
13230 N.W. Seventh Avenue, Miami, FL 33156

Anthony Dawsey, Vice Chairman
8021 N. E. Seventh Ave., Miami, FL 33138

Leonardo Starke, Treasurer
3340 McDonald St., Miami, FL 33133

ARTICLE X. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation and initial registered agent is:

Victor T. Curry, Chairman of the Board 13230 N.W. Seventh Avenue, Miami, FL 33156

IN WITNESS WHEREOF, we the undersigned, being the persons named above as first directors, have executed these Articles of Incorporation, the ____th day of _____, 1999.

BY: Victor T. Curry, [Signature]
Chairman of the Board 13230 N.W. Seventh Avenue, Miami, FL 33156

BY: Anthony Dawsey, [Signature]
Vice Chairman, 8021 N. E. Seventh Ave., Miami, FL 33138


BY: Leonardo Starke, Esq., [Signature]
Treasurer, 3340 McDonald St., Miami, FL 33133

STATE OF FLORIDA)
MIAMI-DADE COUNTY)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared: Victor T. Curry, Anthony Dawsey and Leonardo Starke, the persons whose names subscribed to the within instrument, and acknowledged to me that they executed these Articles of Incorporation.

WITNESS my hand and seal this 4th day of February, 1999.

[Signature]
My commission expires:

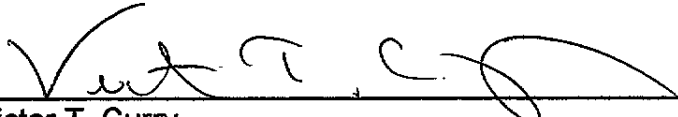
 J. TERRY CONWARD
COMMISSION # CC 535475
EXPIRES FEB 26, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

NOTARY PUBLIC

ACKNOWLEDGMENT OF REGISTERED AGENT:

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.

Dated this 4th day of February, 1999.




Victor T. Curry,
(Registered Agent)
13230 N.W. Seventh Avenue
Miami, FL 33156

FILED
99 FEB 15 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
MIAMI-DADE COUNTY)

The foregoing instrument was acknowledged before me this 4th day of February, 1999.


My commission expires:

 J. TERRY CONWARD
COMMISSION # CC 535475
EXPIRES FEB 26, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

NOTARY PUBLIC