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WILLIAM M. MIDYETTE, III
PRESIDENT, BOARD OF DIRECTORS

February 26, 1999

Secretary of State
Division of Corporations
Post Office Box 7326
Tallahassee, FL 32314

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-03/26/99-01040-015
****131.25 *****87.50

Re: Grace Community Development Corporation
A Florida Corporation Not For Profit

To whom it may concern:

Enclosed is a signed original and one signed copy of the Articles of Incorporation for the above named corporation. I am also enclosing a check in the amount of \$131.25 to cover the filing fee, certified copy and certificate fee. If you find these documents satisfactory, please place your certificate and endorse your approval on the photocopy and return the same to the named registered agent:

Gerald Poleon
P.O. Box 8045
Lakeland, FL 33801

Should you have any questions, please do not hesitate to contact this office.

Sincerely,

Michelle Bowen

Michelle Bowen
Attorney At Law

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**ARTICLES OF INCORPORATION
OF
GRACE COMMUNITY DEVELOPMENT CORPORATION
A Florida "Not for Profit" Corporation**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME OF CORPORATION:

The name of the corporation is Grace Community Development Corporation.

ARTICLE II. PRINCIPAL OFFICE:

The principal office of the corporation is located at 1331 Alameda Drive North, Lakeland, Florida 33805.

The mailing address of the corporation is P.O. Box 8045, Lakeland, Florida 33805.

ARTICLE III. DURATION

The term of existence of the Corporation is perpetual.

ARTICLE IV. PURPOSE

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

- 1.) To raise the economic, educational and social levels of the residents of Polk County Florida, including members of the minority community, who are substantially unemployed, underemployed, or whose income is below federal poverty guidelines, to foster and promote community wide interest and concern for the problems of said residents to the end that (a) educational and economic opportunities may be expanded; (b) sickness, poverty, crime, and environmental degradation may be lessened; and (c) racial tensions, prejudice, and discrimination, economic, and otherwise, may be eliminated.
- 2.) To expand the opportunities available to said residents and groups to own, manage, and operate business enterprises in economically depressed areas; to assist said residents and groups in developing entrepreneurial and management skills necessary for the successful operation of business enterprises; and to assist said residents and groups in obtaining financial

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support from other sources.

3.) To expand opportunities available to said residents and groups to obtain adequate low-cost housing accommodations by constructing, rehabilitating, and providing decent, safe and sanitary housing in Polk County for persons and families of low-income who otherwise would not be able to find or afford a suitable place to live. It is the purpose of the corporation thereby to relieve the poor, distressed, underprivileged and indigent by enabling them to secure the basic human needs of decent shelter and to thus lessen the burdens of government and promote the social welfare. To provide such housing through rehabilitation of existing substandard buildings and construction of new facilities in the place of blighted structures or blighted vacant sites in the place of blighted structures or blighted vacant sites for the purpose of combating the deterioration of the community and contributing to its physical improvement.

4.) To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific 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 propaganda, or otherwise attempting to influence legislation.

5.) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

6.) All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

1. 501(C)(3) LIMITATIONS:

a. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

b. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

c. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to

the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

- d. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- e. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.
- f. **PRIVATE FOUNDATION STATUS:** In the event that this Corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code 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; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

2. INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such

action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE V. BY-LAWS

The By-Laws of the Corporation shall be made, altered, amended by the board of directors of the corporation.

ARTICLE VI. DIRECTORS

The method of selection of the board of directors and the number of directors shall be stated in the bylaws.

ARTICLE VII. AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the act of the directors of the Corporation. Such amendments may be proposed and adopted in the manner provided in the By-laws of the Corporation.

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

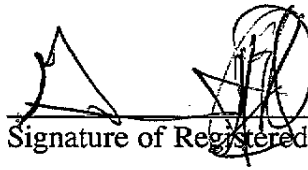
Gerald Poleon
1331 Alameda Drive
Lakeland, Florida 33805

ARTICLE IX. REGISTERED AGENT

The name and address of the registered agent of the corporation is:

Gerald Poleon
1331 Alameda Drive
Lakeland, Florida 33805

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 of Registered Agent / Incorporator

2-26-99

Date

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