



EFFECTIVE DATE  
5-7-99

FILED

99 MAY 14 AM 11:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**MIDTOWN COMMUNITY REDEVELOPMENT ASSOCIATION, INC.**

We, the members of MIDTOWN COMMUNITY REDEVELOPMENT ASSOCIATION, INC.  
the undersigned hereby associate ourselves together for the purpose of becoming a corporation not for  
profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights,  
privileges and immunities of a corporation not for profit.

**ARTICLE I**

**Name of Corporation**

The name of the corporation shall be MIDTOWN COMMUNITY REDEVELOPMENT  
ASSOCIATION, INC.

**ARTICLE II**

**Corporate Nature**

This is a nonprofit corporation, organized for the operation, of any and all lawful business.

**ARTICLE III**

**Duration**

The term of existence of the corporation is perpetual existing five business days prior to the date  
of filing.

**ARTICLE IV**

**General and Specific Purposes**

The specific and primary purposes for which this corporation is formed are:

- A. For charity, education, cultural pursuits, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. To operate exclusively for charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, tax exempt organizations under the Internal Revenue Code, as amended, including private

foundations and private operating foundations.

## **ARTICLE V**

### **Management of Corporate Affairs**

- A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be named, if necessary.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualifications of the successors in office. Annual meetings shall be held on the first Thursday in December of each year at such place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document file under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws for this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
L. EMORY WHITE	13746 BROMLEY POINT DRIVE JACKSONVILLE, FL 32225
TRACEY DOUGLAS WHITE	15512 N.W. 82 ND PLACE MIAMI, FL 33016

KELWYN WHITE                      15512 N.W. 82ND PLACE  
   MIAMI, FL 33016

B.        Corporate Officers. The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

NAME AND ADDRESS

PRESIDENT  
L. EMORY WHITE                      13746 BROMLEY POINT DRIVE  
   JACKSONVILLE, FL 32225

VICE-PRESIDENT  
KELWYN WHITE                      15512 N.W. 82ND PLACE  
   MIAMI, FL 33016

SECRETARY  
TRACEY DOUGLAS WHITE              15512 N.W. 82 ND PLACE  
   MIAMI, FL 33016

ARTICLE VI

**Earnings and Activities of Corporation**

- A.        No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, 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 purposes set forth in article IV hereof.
- B.        No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, and intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- C.        Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE VII**

### **Distribution of Assets**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes and to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII**

### **Membership**

The qualification for members and the manner of their admission shall be regulated by the by-laws for this corporation.

## **ARTICLE IX**

### **Incorporators**

The name and residence address of the Incorporator of this corporation is Noel G. Lawrence, 100 Riverside Avenue, Jacksonville, FL 32202.

## **ARTICLE X**

### **Amendment of By-Laws**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation's Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of

Directors, or by following the procedure set forth therefore in the By-Laws.

#### **ARTICLE XI**

##### **Dedication of Assets**

The property of this corporation is irrevocably dedicated to education, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

#### **ARTICLE XII**

##### **Registered Agent And Office**

The name and address of the corporation's registered officer is Noel G. Lawrence, Esquire, 100 Riverside Avenue, Jacksonville, Florida 32202.

#### **ARTICLE XIII**

##### **Amendment of Articles**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of member for their vote in the manner set forth in the By-Laws of this corporation.

#### **ARTICLE XIV**

##### **Indemnification**

This corporation shall indemnify an officer or Board Member, to the full extent permitted by law.

#### **ARTICLE XV**

##### **Principal Place of Business**

The principal place of business is 9485 REGENCY SQUARE BLVD., STE. 425, Jacksonville, Florida 32225.

I, the undersigned, being the Incorporator of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this \_\_\_\_ day of \_\_\_\_\_, 1999 retroactive to the effective date of filing.

1999 MAY 14 AM 11: 11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Andrea N. Bonmar  
Jenna H. Powell

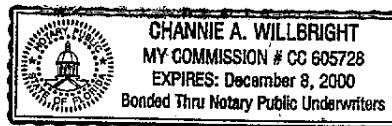
  
Noel G. Lawrence

COUNTY OF DUVAL

WITNESS my hand and official seal in the County and State named above, this 12th day of

NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires:

produced identification



I agree as Resident Agent to accept Service of Process; to keep my office open during prescribed hours; to post my name and address (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law. I am familiar with, and accept, the obligations provided for in Section 607.325 Florida Statutes.

Noel G. Lawrence, Esquire  
100 Riverside Avenue  
Jacksonville, Florida 32202  
(904)356-9928  
Florida Bar Number: 844251