

N99000003377

TRANSMITTAL LETTER

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

SUBJECT: First Central Baptist Cultural and Training Center, Inc.
(Proposed corporate name - must include suffix)

700002893227--8
-06/03/99--01001--003
*****87.50 *****87.50

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 of
Status

ADDITIONAL COPY REQUIRED

FROM: George Francis

Name (Printed or typed)

7458 South West County Road 158

Address

Marian Station, Florida 32056

City, State & Zip

(904) 397-2625

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

gfc
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**ARTICLES OF INCORPORATION
OF
First Central Baptist Cultural and Training Center, Inc.
(A CORPORATION NOT FOR PROFIT)**

We, the undersigned natural persons of 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 Statues of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation shall be First Central Baptist Cultural and Training Center, Inc.

**ARTICLE II
DURATION**

The term of the Corporation shall be perpetual.

**ARTICLE III
INITIAL REGISTERED /PRINCIPAL OFFICE AND AGENT**

The initial registered agent shall be George Francis whose address is 7485 South West County Road 158, Marian Station, Florida 32056

The address of the corporation's initial principal office is 7485 South West County Road 158, Marian Station, Florida 32056.

**ARTICLE IV
PURPOSES**

The purposes for which this Corporation is organized are educational, religious, charitable, scientific and more particularly:

- (1) To provide comprehensive programs and activities which will enable participants to acquire knowledge, skills and positive attitudes within and toward others so that they develop their potential for productive lives in our multicultural society;
- (2) To encourage youth to serve cooperatively, constructively and creatively in family, community and church;

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- (3) To develop positive and productive collaborative partnerships with governmental agencies, community organizations and churches for the enhancement of mankind and his environment;
- (4) To encourage youth to become independent in solving interpersonal and community problems;
- (5) To provided religious training for participants so that they will become morally self-governed;
- (6) To research the conditions which inhibit community cohesiveness, economic development, stable employment within blighted communities;
- (7) To collaborate with Government in studying and solving problems confronting communities;
- (8) To develop self-esteem, self-worth, self-respect, self-independence through employment;
- (9) To serve as a clearing house for job opportunities; and
- (10) To teach life and work ethic skills.

In furtherance, but not in limitation of the forgoing purposes, the corporation shall have the power and authority.

- (1.) To receive assistance, money (as grants or otherwise), real or personal property and any other form of contribution, gifts, bequest or devise from any person, firm, or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the Board of Trustees as required by the bylaws.
- (2.) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Trustees, and pay reasonable compensation for the services of such persons.

- (3.) To distribute, in the manner, form and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.
- (4.) To purchase, acquire, own, hold, guarantee, sell, assign, transfer mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.
- (5.) To adopt and use a corporation seal containing the words "corporation not for profit."
- (6.) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws for the State of Florida applicable to the Corporations of the character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.

All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.

The Corporation shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or intervene in (including the publishing or distribution of statement), any political campaign on behalf of any candidate for public office.

Notwithstanding any provision of these Articles of Incorporation to the contrary, the Corporation: (a) shall not (1) carry on any activities not permitted to be carried on

(i) by a corporation exempt from Federal income tax under Section 501 (c)(3), or (ii) by a corporation, contributions to which are deductible under Section 170 (c)(2), (2) engage in any act of self dealing (as defined in Section 4941 (d), (3) retain any excess business holdings (as defined in Section 4943 (c), (4) make any investments in; such manner as subject the Corporation to tax under Section 4944, or (5) make any taxable expenditures (as defined in Section 4945(d); and (b) shall distribute its income for each taxable year at such time and in such manner as to subject the Corporation to tax under Section 4942.

ARTICLE V MEMBERSHIP

The Corporation shall have no members.

ARTICLE VI POWERS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by a Board of Directors. The conditions of election to the Board of Directors and the number of directors (which number shall not be less than 3) shall be as provided in the bylaws.

ARTICLE VII DISSOLUTION

The regulation of internal affairs of the Corporation, including the distribution of assets on dissolution, shall be provided for in the bylaws and shall include that:

- (1). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 above.
- (2). Upon dissolution of the Corporation or winding up of its affairs, the assets of the Corporation shall be applied and distributed as follows:
 - (a). All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore;

- (b). Assets held by the Corporation upon condition requiring, return, transfer or conveyance, which condition occurs by reason of the dissolution or winding down, shall be returned, transferred or conveyed in accordance with such requirements; and
- (c). All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be transferred or conveyed to one or more charitable, religious, educational or scientific organizations (i) which are described in Sections 501 (c) (3), and (ii) to which deductible contributions can be made under Sections 170 (c) (2), 2522 (a)(2), as the Board of Directors shall select.

All statutory references herein are to the Internal Revenue Code of 1986 (or the Corresponding provisions of any future United States Internal Revenue Law).

ARTICLE VIII **NON STOCK BASIS**

The Corporation shall not be authorized to issue capital stock.

ARTICLE IX **COMPENSATION**

A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless employed by the board of directors as: (i) a member of the administrative staff of the Corporation or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the bylaws.

ARTICLE X **INDEMNIFICATION**

Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably

incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of, or liable for, willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the Board.

ARTICLE XI FISCAL YEAR

The fiscal year of the Corporation shall begin January 1st and end December 31st of each calendar year.

ARTICLE XII TERRITORY

The territory in which the operations of the Corporation are principally to be conducted in is Northwest Florida.

ARTICLE XIII OFFICERS

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

PRESIDENT: George Francis
VICE-PRESIDENT: Bernard Scippio
SECRETARY: Gloria McIntosh
TREASURER: J.T. Simon

ARTICLE XIV INITIAL BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall not be less than three (3) and the names and addresses of such persons, who are to serve as directors are as follows:

George Francis
P.O. Box 401
White Springs, Florida 32056

Bernard Scippio
1480 N. Center Street
Lake City, Florida 32055

J.T. Simon
P.O. Box 168
Jasper, Florida 32052

Gloria McIntosh
Rt. 1 Box 414
Lake City, Florida 32055

Essie Wilson
Rt. 18 #220
Lake City, Florida 32024

Robert Daniels
P.O. Box 1025
Jasper, Florida 32052

Matthew Hawkins
Rt. 1, Box 13
Jasper, Florida 32052

ARTICLE XV **INCORPORATORS**

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

George Francis
P.O. Box 401
White Springs, Florida 32056

Bernard Scippio
1480 N. Center Street
Lake City, Florida 32055

J.T. Simon
P.O. Box 168
Jasper, Florida 32052

Gloria McIntosh
Rt. 1 Box 414
Lake City, Florida 32055

ARTICLE XVI **AMENDMENTS**


The Articles of Incorporation may be made, altered or rescinded by a two thirds vote of the directors at any meeting at which time a quorum is present.

IN WITNESS WHEREOF, We, the undersigned, do acknowledge these Articles of Incorporation and accordingly have hereunto set our hands this 13th day of June, A.D., 1999.


George Francis


Bernard Scippio


Gloria McIntosh

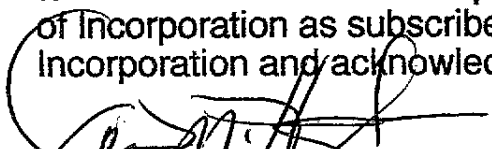

J.T. Simon


STATE OF FLORIDA
COUNTY OF POLK

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

George Francis
Bernard Scippio
Gloria McIntosh
J.T. Simon

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


NOTARY PUBLIC

 Jonnie M Harrington
My Commission CC827942
Expires April 19, 2003

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: First Central Baptist Cultural and Training Center, Inc.

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

George Francis

(NAME)

7458 South West County Road 158

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Marian Station, Florida 32056

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

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.

George Francis
(SIGNATURE)

June 1, 1999
(DATE)