

N99000003377

John Anthony
Requestor's Name

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Address

Lakeland, FL 33815 (863) 682-0654
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 DEC - 3 AM 8:28
 TALLAHASSEE, FLORIDA
 OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. First Central Baptist Cultural and Training Center, Inc.
(Corporation Name) (Document #)
2. _____ Amended &
(Corporation Name) (Document #)
3. _____ Restated
(Corporation Name) (Document #)
4. _____ Articles
(Corporation Name) (Document #)

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials DDR

12/3/99

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

99 DEC -3 AM 8:28
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SEMI-ANNUAL STATE
TALLAHASSEE, FLORIDA

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. These Amended and Restated Articles were adopted by the Board of Directors on Nov. 3, 1999. There are no members.

**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, Jasper, Florida 32052

The address of the corporation's initial principal office is 7485 South West County Road 158, Jasper, Florida 32052

**ARTICLE IV
PURPOSES**

The corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code.

- (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.

- (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 provide 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.

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 **RESTRICTIONS**

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c)(3) purposes. 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, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office.

Not any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

ARTICLE VIII **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). Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, i.e. charitable, educational , religious, or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose
However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501 (c)(3) of the Internal Revenue Code.

- (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.

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 2745
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 2745
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 30 day of November, A.D., 1999.

George Francis
George Francis -President

Bernard Scippio
Bernard Scippio

Gloria McIntosh
Gloria McIntosh

J.T. Simon
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.

Christy Dell Williams
NOTARY PUBLIC

com. Expires: 01-17-2000

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

Pursuant to the provisions of sections 607.0501 or 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: 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 NOI acceptable)

Jasper, Florida 32052

(City/State/Zip)

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SECRETARY OF STATE
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.

SIGNATURE

George Francis

DATE

November 30, 1999

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314