

TRANSMITTAL LETTER

W/99000003986

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

SUBJECT: Capital City Pipes Management
(Proposed corporate name - must include suffix)
↳ Consulting Service, Inc.

would want

000002868160--9
-05/07/99--01136--001
*****122.50 *****43.75

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: LEE Gilliam
Name (Printed or typed)
1872 Mill St.
Address
Tallahassee, FL 32310
City, State & Zip
850 - 574 - 3717
Daytime Telephone number

99 JUN 29 PM 3:11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

000002868160--9
-06/29/99--01066--001
*****35.00 *****35.00

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

6/29/99
mm

ARTICLES OF INCORPORATION
OF

CAPITAL CITY PIPES MANAGEMENT & CONSULTING SERVICE, INC.

(A Florida "Not for Profit" Corporation)

FILED
99 JUN 29 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Corporation under Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I
NAME AND ADDRESS

Section 1. The name of the Corporation is:

CAPITAL CITY PIPES MANAGEMENT & CONSULTING SERVICE, INC.

Section 2. The principal office of the Corporation is located
at: 1872 Mills Street
Tallahassee, Florida 32310

Section 3. The mailing address of the Corporation is:

P. O. Box 12368, Tallahassee, FL 32317-2368

ARTICLE II
NAME AND ADDRESS OF REGISTERED AGENT

Section 1. The name of the initial Registered Agent of the Corporation is:

Lee Gilliam, President/CEO

Section 2. The initial address of this Registered Agent is:

2032 Dennis Street, Tallahassee, FL 32308

ARTICLE III
DURATION

Section 1. The period of duration is perpetual. The Corporation is organized pursuant to the "Not for Profit" Corporation laws of the State of Florida. The qualification for members, if any, and the manner of their admission shall be regulated by the By-Laws.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. There shall be three Directors on the initial Board of Directors/Trustees.

Section 2. The method of election of the Board of Directors/Trustees shall be stated in the By-Laws.

Section 3. The names and addresses of the initial Board of Directors/Trustees are:

<u>Lee Gilliam, President/CEO</u>	<u>2032 Dennis St., Tallahassee 32308</u>
<u>Thelma S. Williams, Vice President</u>	<u>8850 Celia Rd., Tallahassee 32310</u>
<u>Rebecca L. Greenwood, Secretary/Treasurer</u>	<u>1872 Mills Street, Tallahassee 32310</u>

ARTICLE V
NAME AND ADDRESS OF INCORPORATOR

Section 1. The name and address of the Incorporator is:

Lee Gilliam, President/CEO, 2032 Dennis Street, Tallahassee 32308

ARTICLE VI
PURPOSES

Section 1. The purpose for which this Corporation is formed is exclusively charitable, educational and scientific and consists of the following:

- A. To raise the economic, educational and social levels of the residents of the Leon County and target areas, including members of the minority community, who are substantially unemployed, under employed, 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: To manage:
- 1) educational and economic opportunities may be expanded;
 - 2) sickness, poverty, crime, and environmental degradation may be lessened;
 - 3) racial tensions, prejudice, and discrimination, economic, and otherwise, may be eliminated.
 - 4) 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 support from other sources.
- B. 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 the target area(s) for persons and families of low-income who otherwise would not be able to find or to afford a suitable place to live. It is the purpose of the Corporation thereby to secure the basic human needs of decent shelter and to thus lessen the burdens of government and to promote the social welfare. To provide such housing rehabilitation of existing substandard buildings and construction management of new facilities in the place of blighted structures of blighted vacant sites for the purpose of combating the deterioration of the community and by contributing to its physical improvement. To manage these concerns.
- C. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chest, 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.
- D. To do any an 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, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

- E. 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)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VII
EXEMPT PURPOSES ONLY

Section 1. 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 for federal and state income tax under section 501(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VIII
NON-PROFIT PURPOSES ONLY

Section 1. The Corporation is organized exclusively for charitable and educational purposes.

Section 2. The Corporation is not organized nor shall be operated for the primary purpose of generating pecuniary gain or profit.

Section 3. 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.

Section 4. 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.

ARTICLE IX
NON-POLITICAL ACTIVITY

Section 1. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation.

Section 2. The Corporation shall not participate in or intervene in, any political campaign on behalf of any candidate for public office.

ARTICLE X
DISSOLUTION

Section 1. 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)(2) of the Internal Revenue Code of 1986, to be used exclusively for charitable and educational purposes.

Section 2. If the Corporation holds any assets in trust, such assets shall be disposed of in such 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.

ARTICLE XI
PRIVATE CORPORATION RESTRICTIONS

Section 1. 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 such manner as not to subject it to tax under section 4942 of the Internal Revenue Code.

Section 2. The Corporation 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(3) of the Internal Revenue Code.

Section 3. The Corporation shall not retain any excess business holdings as defined in section 4943(3) of the Internal Revenue Code.

Section 4. The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and

Section 5. the Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE XII
INDEMNIFICATION

Section 1. Any person (and the heirs, executors, and administrators of such person(s) made or threatened to be made a party of any action, suit or proceeding by reason of the fact that he or she is or was a Director/Trustee 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 her (or by his or her heirs, executors or administrators) in connection with the defense of settlement of such action, suit or proceeding, or in connection with 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 or her duties.

Section 2. 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 XIII POWERS

Section 1. The Corporation is to have any and all powers to do any and all things necessary to expedite or carry out the purposes and objectives of this Corporation and as may be determined by the Board of Directors/Trustees and subject to the By-Laws and possess all rights, privileges and immunities to enjoy benefits granted Corporations under the laws of the State of Florida provided that only such powers as are in furtherance of tax exempt purposes of the Articles of Incorporation herein are contemplated.

Section 2. Reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes provided that, obligating those persons, associations, and corporations, as described in Section 503 of the Code.

Section 3. Notwithstanding any of the provisions of these Articles of Incorporation, the Corporation shall not have the power to exercise any part, nor shall it directly or indirectly, engage in any activity that would prevent it from obtaining exemption from taxation or to lose exempt status as a corporation described, permitted and limited under Section 501(c)(2) of the Internal Revenue Code of 1986.

ARTICLE XIV MEMBERSHIP

Section 1. Membership of this Corporation shall consist of those persons, associations, and corporations, pursuant to and as provided in the By-Laws.

Section 2. The names, addresses and residences of the persons who are to serve as members until otherwise provided for in the By-Laws are set forth in Article IV of these Articles of Incorporation.

ARTICLE XV BOARD OF DIRECTORS

Section 1. This Corporation shall be operated and governed by a Board of Directors/Trustees. The By-Laws may provide another name for the Board of Directors/Trustees, and shall otherwise provide for

the extent and limit of thier powers, duties, and privileges, and further shall provide for the manner of appointment, qualifications, or election and other matters relating thereto, subject to the restrictions herein, including:

(a) The number of Directors may be provided for in the By-Laws but shall at all time be not less than four (4).

(b) Directors/Trustees may only recommend, with the membership to determine, reasonable compensation for services rendered pursuant to these Articles and as set forth in the By-Laws.

Section 2. Each association, religious entity or corporation which has a seat reserved on the Board of Directors/Trustees shall seat its leader or designee as provided for in the By-Laws. The names and addresses of the four Directors who are to serve until the first Annual Meeting or as otherwise provided for in the By-Laws are listed in Article IV.

ARTICLE XVI OFFICERS

Section 1. The Officers of this Corporation shall consist of those persons with titles and positions as provided for in the By-Laws, and further, the By-Laws shall provide for the extent and limit of the powers, duties and responsibilities, their manner of qualification, election, manner of appointment, and other matters relating thereto.

Section 2. The names and places of residence of the persons who shall serve as officers until the first Annual Meeting or as otherwise provided for in the By-Laws are the as those provided for in Article IV of the Articles of Incorporation.

ARTICLE XVII AMENDMENTS

Section 1. Amendments to the Articles of Incorporation or to the By-Laws may be proposed by any Director/Trustee at any regular or special meeting of the Board of Directors/Trustees.

Section 2. Amendments so proposed shall be submitted to the Board of Directors/Trustees at the next regular meeting of the Board of Directors/Trustees or at any meeting properly called and Notice given, as provided by the By-Laws.

Section 3. Amendments shall be made or altered by two thirds (2/3) of the Directors present at such meeting.

Section 4. Amendments to the Articles of Incorporation shall be forwarded to the Secretary of State and approved by that office before the same shall become effective.

ARTICLE IX
SUBSCRIBERS

The name and addresses of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lee Gilliam, President/CEO	2032 Dennis Street, Tallahassee, FL 32308
Thelma S. Williams, Vice President,	8850 Celia Rd., Tallahassee, FL 32310
Rebecca L. Greenwood, Secretary/Treasurer,	1872 Mills Street, Tallahassee, FL 32310

ARTICLE X
REGISTERED AGENT

In accordance with Section 48.091, Florida Statutes,

LEE GILLIAM, PRESIDENT/CEO

is hereby designated as the Registered Agent for services of process within the State of Florida, and the Registered Agent's address is:

2032 Dennis Street

Tallahassee, FL 32308

EXECUTION

I HEREBY CERTIFY that these Articles of Incorporation are hereby executed by the Incorporator on this _____ day of _____, 19____, A.D.


LEE GILLIAM
PRESIDENT/CEO

ATTESTATION:

Witness

Witness

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 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: CAPITAL CITY PIPES MANAGEMENT & CONSULTING SERVICE, INC.

2. The name and address of the Registered Agent and office is:

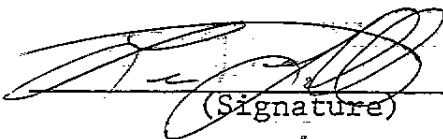
LEE GILLIAM, PRESIDENT/CEO
(Name)

2032 Dennis Street
(P.O. Box not acceptable)

Tallahassee, FL 32308
(City/State/Zip)

FILED
99 JUN 29 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as Registered Agent and to accept service of process for the above state 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 provision 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)

LEE GILLIAM, PRESIDENT/CEO
(Printed Name)