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September 10, 1999

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

600002998586--4
-09/16/99-01025-007
*****70.00 *****70.00

**Re: Allen Chapel Community Development Corporation
a Non-Profit Corporation**

Dear Ladies or Gentlemen:

We enclose Articles of Incorporation of Allen Chapel Community Development Corporation to be filed with your office along with our check for \$70.00 to cover the filing fee.

Thank you for your help in this matter.

Sincerely yours,

H. Leon Holbrook

H. LEON HOLBROOK

HHL:ars
Enclosures

cc: Reverend Rufus L. Smith

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS9/21/99

ARTICLES OF INCORPORATION
OF
ALLEN CHAPEL COMMUNITY DEVELOPMENT CORPORATION
A Non-Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RUFUS L. SMITH, incorporator, hereby forms a nonprofit corporation under the provisions of Chapter 617 of the Florida Statutes as follows:

ARTICLE I

Name and Address

The name of this Corporation is: Allen Chapel Community Development Corporation, and its principal place of business shall be in the City of Jacksonville, Duval County, Florida, at 1529 Swan Street, P.O. Box 77274, Jacksonville, Florida 32226-7274.

ARTICLE II

Purpose

The specific purposes for which this Corporation is organized are:

1. To publish authentic information regarding the resources, opportunities and attractions of the Brooklyn area of the City of Jacksonville, Florida.
2. To provide advice, direction and assistance to persons desiring to visit or settle within the Brooklyn area of the City of Jacksonville, Florida.
3. To participate in activities for the development of the Brooklyn area of the City of Jacksonville, Florida.
4. To promote the economic development and neighborhood renovation of the Brooklyn area of the City of Jacksonville, Florida.
5. To promote the availability of affordable housing in the Brooklyn area of the City of Jacksonville, Florida.

6. To assist in the development of education and business opportunities in the Brooklyn area of the City of Jacksonville, Florida.
7. To assist and cooperate with the Allen Chapel A.M.E. Church in ministering to the Brooklyn community in the City of Jacksonville, Florida.

The purposes for which the Allen Chapel Community Development Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE III

Limitations and Restrictions

A. No part of the net earnings of the Corporation shall inure to the benefit of any member, Director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

B. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization,

contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

C. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, and none of the assets will be distributed to any member, officer or director of the Corporation or to any private individual.

ARTICLE IV

Registered Agent

The registered office of the Corporation and its registered agent to accept service of process within the State of Florida is Rufus L. Smith, 1529 Swan Street, Jacksonville, Florida Florida 32241.

ARTICLE V

Term

This Corporation shall exist perpetually.

ARTICLE VI

Members

The members of the Corporation shall constitute all persons hereinafter named as subscribers and directors and such other persons as, from time to time hereafter, may become

members, in the manner provided in the Bylaws of the Corporation or as may be elected by the members at each annual meeting.

ARTICLE VII

Subscribers

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

Rufus L. Smith	11510 Laguna Court Jacksonville, FL 32218
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ARTICLE VIII

Directors

A. The affairs, property and business of the Corporation shall be managed and controlled by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three Directors, and in the absence of such determination, the Board shall consist of three Directors.

B. Directors of the Corporation shall, at the annual meeting, be elected and hold office in the manner determined by the Bylaws of the Corporation. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

C. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and qualified, or until removed, are as follows:

Willie Howard	3138 Marland Street Jacksonville, FL 32209
Frank Gamble, Sr.	5810 Hollynock Jacksonville, FL 32209

Ernest McDowell

5093 Frederickburg Avenue
Jacksonville, FL 32208

Marva Sampson

3522 Marland Street
Jacksonville, FL 32209

Louise Chappel

P.O Box 23814
Jacksonville, FL 32241-3814

Leonard Jones

10337 Iolynn Court, West
Jacksonville, FL 32225

ARTICLE IX

Officers

A. The affairs of the Corporation shall be administered by the officers designated in the Bylaws of the Corporation.

B. The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer (which may be combined with another office as allowed by law) and such other officers as may be provided in the Bylaws of the Corporation.

C. The officers shall be elected by the Board of Directors at its first meeting.

ARTICLE X

Bylaws

The Board of Directors of this Corporation shall make, adopt, alter, amend and repeal such Bylaws of the Corporation for the conduct of the business of the Corporation and carrying out its purposes as such Directors may deem necessary from time to time. The Bylaws may be altered, amended or repealed at any meeting of members of the Corporation in the manner provided in the Bylaws.

ARTICLE XI

Amendment


The Articles of Incorporation may be amended by a two-thirds vote of the membership of the Corporation at a regular meeting or at a duly called special meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendment to the membership of the Corporation.

ARTICLE XII

Defense and Indemnification of Officers and Directors

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

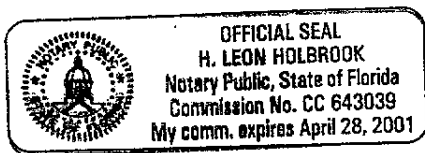
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 10th day of September 1999.


Rufus L. Smith

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was signed, sealed and acknowledged before me this 10th day of September 1999, by RUFUS L. SMITH, _____ of ALLEN CHAPEL COMMUNITY DEVELOPMENT CORPORATION, a Florida corporation not-for-profit, X who is personally known to me or _____ who produced a Florida driver's license as identification.



H. Leon Holbrook
Notary Public, State of Florida
Print Name: _____
Commission No.: _____
My Commission Expires: _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 617.0501, Florida Statutes, the following is submitted, in compliance with said Act:

First - That ALLEN CHAPEL COMMUNITY DEVELOPMENT CORPORATION desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at city of Jacksonville, County of Duval, State of Florida has named Reverend Rufus L. Smith located at 1529 Swan Street, Jacksonville, Florida 32241 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


RUFUS L. SMITH

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA