

Highlands County Minority Economic Development Council, Inc.
704 Zion Street
Sebring, Florida 33870
(941) 385-7202

N99000006176

October 11, 1999

Department of State
Division of Corporations
P.O. box 6327
Tallahassee, Florida 32314

000003014430--7
-10/14/99-D1039--009
*****87.50 *****87.50

Subject: Proposed Articles of Incorporation for
Highlands County Minority Economic Development Council, Inc.

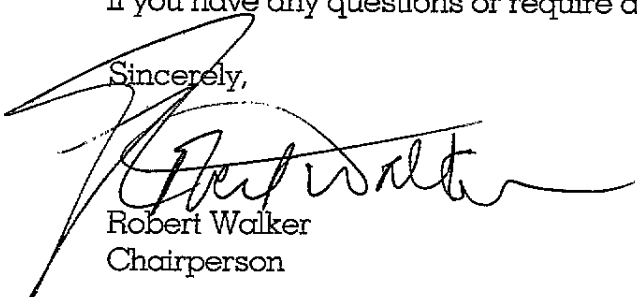
Dear Sir/Madam:

Enclosed is an original and one (1) copy of the above mentioned articles of incorporation and a check for \$87.50 for:

- Filing Fee
- Certified Copy
- Certificate of Status

If you have any questions or require additional information, please let me know.

Sincerely,


Robert Walker
Chairperson

Enclosures: As stated

FILED
99 OCT 14 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN OCT 19 1999

ARTICLES OF INCORPORATION
FOR
HIGHLANDS COUNTY MINORITY ECONOMIC DEVELOPMENT COUNCIL, INC.

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation shall be:

Highlands County Minority Economic Development Council, Inc.

ARTICLE II

Principal Place of Business and Mailing Address

The principal place of business and the mailing address of this corporation shall be:

704 Zion Street, Sebring, Florida 33870.

ARTICLE III

Purposes

The corporation is not organized for pecuniary profit and shall have no power to declare dividends. No part of its net earnings shall inure to the benefit of any member, director, or individual. The balance, if any, of all money received by the corporation from its operations after payment in full of all operating expenses, debts, and obligations of the corporation of whatsoever kind and nature as they become due shall be used to make advance payments on loans owed by the corporation, or for some related purpose.

The specific purposes for which the corporation is organized are charitable and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law, hereinafter the "Internal Revenue Code").

This corporation is organized not for profit under the objects to be transacted and carried on to promote the general social welfare of Highlands County communities and for that purpose:

to transform economically distressed areas of Highlands County into communities that are economically self-sufficient and culturally enriched by improving human service delivery systems.

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**Articles of Incorporation for
Highlands County Minority Economic Development Council, Inc.**

to borrow money and to execute such evidence of indebtedness and such contracts, agreements, and instruments as may be necessary, and to execute and deliver any mortgage, deed of trust;

to do all things necessary and appropriate for carrying out and exercising the foregoing purposes.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any 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 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV

Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent are:

Mary Jean Stephens, 202 Florida Drive (P.O. Box 1571), Sebring, Florida 33871-1571

ARTICLE V

Manner of Election of Directors

The manner in which the directors are elected or appointed is as follows:

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial board of Directors shall be eleven; thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the By-Laws, but the number of Directors shall not be less than five (5).

ARTICLE VI

Limitation of Corporate Powers

The Corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

ARTICLE VII

Dissolution and Liquidation

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations

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described in Sections 501(c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or the Federal, State, or local government for exclusive public purpose. In no event shall any of the assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sum subscribed, donated, or contributed by such members or for any other purposes, provided that nothing herein shall prohibit the corporation from paying its just debts.

ARTICLE VIII
Duration

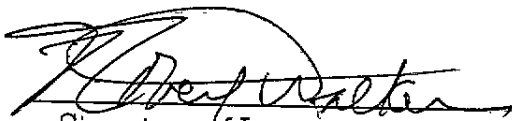
The duration of the existence of this corporation shall be perpetual.

ARTICLE IX
Incorporators

The name and address of the incorporator for these Articles of Incorporation are:

Robert Walker, 704 Zion Street, Sebring, Florida 33870

The undersigned incorporator has executed these Articles of Incorporation this
11th day of October, 1999.


Signature of Incorporator

Robert Walker
Typed Name

Articles of Incorporation for
Highlands County Minority Economic Development Council, Inc.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

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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.

Mary J. Stephens
Signature of Registered Agent

October 11, 1999
Date