

P97000093882

Marva A. Davis  
Requestor's Name  
P.O. Drawer 551  
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Quincy 4132353 8759300  
City/State/Zip Phone #

FILED  
97 OCT 29 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): EFFECTIVE DATE  
10-24-97

1. Ebony Development Financial Corporation  
(Corporation Name) (Document #) 100002333401--3  
10/30/97 01001--006  
\*\*\*122.50 \*\*\*122.50
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 10:30 AM ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

RECEIVED  
97 OCT 29 PM 3:55  
DIVISION OF CORPORATION

W97-24664

P. Hall

NOV 3 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

RECEIVED

97 NOV -3 AM 9:08

DIVISION OF CORPORATION

October 29, 1997

MARVA A. DAVIS  
P O BOX 551  
QUINCY, FL 32353

SUBJECT: EBONY DEVELOPMENT FINANCIAL CORPORATION  
Ref. Number: W97000024664

We have received your document for EBONY DEVELOPMENT FINANCIAL CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 597A00052608

**ARTICLE OF INCORPORATION** FILED  
**OF** 97 OCT 29 AM 9:36  
**EBONY DEVELOPMENT FINANCIAL CORPORATION**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE ONE  
NAME

The name of the corporation is EBONY DEVELOPMENT FINANCIAL CORPORATION.

ARTICLE TWO  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE  
PURPOSE

The purposes for which the corporation is organized are to secure property and finances for development, to own, operate, manage, buy and sell businesses and property, to make ventures and to obtain business and venture capital, to make investments and to take such other actions deemed in the best interest of the corporation from time to time. The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR  
CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is 1,000, all of which shall be common shares, all of one class, without par value.

ARTICLE FIVE  
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE SIX  
RESTRICTIONS ON AUTHORITY TO MORTGAGE OR PLEDGE ASSETS

Prior written consent or approval of at least 2/3 of the shareholders shall be required before any of the corporate assets may be mortgaged or pledged, or any security interest created in any of the property or assets of the corporation for the purpose of securing the payment or performance of any obligation of the corporation.

ARTICLE SEVEN  
RESTRICTIONS AGAINST SALE OF STOCK

None of the shareholders shall, during his or her lifetime, sell, pledge, encumber, hypothecate, or otherwise dispose of, all or any part of his or her stock by gift or otherwise, unless he or she satisfies one of the following conditions:

1. Obtains the written consent of the other shareholders.
2. First offers in writing to the other shareholders the right to purchase the stock. The stock shall be offered to the other shareholders equally except where one or more of the shareholders express their desire not to purchase. The other shareholders shall have sixty (60) days, from the date of the notice to purchase the stock. The shareholder(s) desiring to sell the stock shall be prohibited, during the sixty (60) day option period, from disposing of any portion of his or her stock except to the other shareholders, unless he or she obtains the written release of his or her option rights.

Upon the death of a shareholder, the stock of the deceased shareholder may not be sold or otherwise distributed to any other person, unless the Corporation fails to purchase the stock of the deceased shareholder within 180 days after issuance of an order appointing a Personal Representative or after receipt of any other court order authorizing debtors or those holding property of the decedent to pay, deliver or transfer payment or property to certain person(s), whichever shall first occur.

ARTICLE EIGHT  
REGISTERED OFFICE and PRINCIPAL OFFICE

The street address of the initial registered office and principal office of the corporation is 100 S. Madison St., Quincy, Florida. The initial registered agent at that address is Marva A. Davis.

ARTICLE NINE  
MEETING BY CONFERENCE TELEPHONE

Shareholders may attend and participate in special, regular and annual meetings by conference telephone or similar communications equipment as provided by law.

ARTICLE TEN  
DIRECTORS/CORPORATE MANAGEMENT

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE ELEVEN  
INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for Section 607.0850, Florida Statutes, as amended.

ARTICLE TWELVE  
INCORPORATORS

The name and address of the incorporators are:

MARVA A. DAVIS

Rt. 1, Box 3045  
Havana, Florida 32333

WILLIAM W. FRANCIS, JR.

Rt. 1, Box 3294  
Havana, Fl 32333

G. E. CLARY

116 West Jefferson St.  
Quincy, Fl 32351

ARTICLE THIRTEEN  
COMMENCEMENT OF EXISTENCE

The corporation shall commence its existence on October 24, 1997.

ARTICLE FOURTEEN  
AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders.

IN WITNESS WHEREOF, we have subscribed our names this 28<sup>th</sup> day of October, 1997.

Marva A. Davis  
MARVA A. DAVIS, INCORPORATOR

William W. Francis Jr.  
WILLIAM H. FRANCIS, JR.  
INCORPORATOR

G. E. Clary  
G. E. CLARY, INCORPORATOR


**CERTIFICATE DESIGNATING AGENT UPON  
WHOM PROCESS MAY BE SERVED AND THE PLACE  
OF BUSINESS FOR THE SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA**

In pursuance of Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted in compliance with said sections:

*EBONY DEVELOPMENT FINANCIAL CORPORATION* desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Quincy, County of Gadsden, State of Florida, has named **MARVA A. DAVIS** as its registered agent to accept service of process within this state, who is located at the following registered office: 100 S. Madison St., Quincy, Florida 32351.

**ACKNOWLEDGEMENT AND ACCEPTANCE**

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said sections relative to keeping open the registered office.

  
**MARVA A. DAVIS**  
Registered Agent

**FILED**  
97 OCT 29 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA