

**N01800005017**  
TRANSMITTAL LETTER

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

SUBJECT: ALPHA PHI ALPHA FOUNDATION OF MANASOTA, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

500004474915--3  
-07/13/01--01086--007  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

Angelita Anderson-Stephens

Angelita Anderson-Stephens  
507 49th Street East  
Bradenton, FL, 34208

FILED  
01 JUL 12 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

(two copies included.)

7-16-01  
190

*THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, does hereby form a corporation and certify:*

ARTICLE I. CORPORATE NAME

Section 1.1. The name of the corporation is ALPHA PHI ALPHA FOUNDATION OF MANASOTA, INC. (Hereinafter, referred to as the "Corporation").

ARTICLE II. DURATION

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to statute, other applicable law, or by action of the Board of Directors as proscribed by the Corporate Bylaws.

ARTICLE III. NON-STOCK CORPORATION

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not-for-Profit Corporation Act, Chapter 617, Florida Statutes. As such, the corporation has no authority to issue capital stock.

ARTICLE II. PURPOSE

Section 4.1. The purpose for which the Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not-for-Profit Corporation Act and to distribute the whole the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or the corresponding article of any future federal tax code. Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the Florida Not-for-Profit Corporation Act, including, without limitation, to provide assistance to disadvantaged children in Manatee County and Sarasota County, Florida.

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Section 4.2 The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, attain any such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code and Regulations thereunder as the same now exist or as they may be hereinafter be amended, or the corresponding article of any future federal tax code or regulations.

Section 4.3 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of one or more of the Corporation's exempt purposes in accordance with Section 501(c)(3) of the Internal Revenue Code and Regulations thereunder as the same now exist or as they may be hereinafter be amended, or the corresponding article of any future federal tax code or regulations.

Section 4.4 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4.5 The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

Section 4.6 The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

Section 4.7 The Corporation shall not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

Section 4.8 The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

Section 4.9 The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

Section 4.10 Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other 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, or the corresponding provision of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding Section of any future federal tax code.

Section 4.11 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V. PRINCIPAL ADDRESS

Section 5.1 The street address of the principal office of this Corporation in the State of Florida shall be:

7282 55th Avenue East  
PMB 188  
Bradenton, FL 34203

ARTICLE VI. DIRECTORS

Section 6.1 The affairs of the Corporation shall be governed by a Board of Directors (hereinafter, referred to as the "Board"), affiliated with Alpha Phi Alpha Fraternity, Inc. and appointed pursuant to the Bylaws of the Corporation.

Section 6.2 The Board shall consist of no less than five (5) directors. This number may be increased or decreased pursuant to the Bylaws of the Corporation.

Section 6.3 The Board shall conduct the affairs of the Corporation subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers of actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which no less than four (4) Directors are present. The affirmative vote of three (3) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

- 6.3.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.
- 6.3.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws
- 6.3.3. Organization of a subsidiary or affiliate by the Corporation.
- 6.3.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation

Section 6.4 The initial Board of Directors shall consist of the following members:

<u>NAME</u>	<u>ADDRESS</u>
Herman Bell (President)	7625 Partridge Street Circle Bradenton, FL 34202
Michael Suarez (Secretary)	4131 N. Prairie View Drive Sarasota, FL 34232
Charles Stephens (Treasurer)	507 49th Street East Bradenton, FL 34208
Leroy Sims (Member-at-Large)	4211 17th Avenue East Bradenton, FL 34208
George Mims (Member-at-Large)	113 Shady Parkway Sarasota, FL 34232

ARTICLE VII. REGISTERED AGENT AND REGISTERED OFFICE

Section 7.1 The Registered Agent for the Corporation shall be Herman Bell. The Registered Office for the Corporation shall be 7282 55th Avenue East, PMB 188, Bradenton, FL 34203.

ARTICLE VIII. AMENDMENT

Section 8.1 These Articles of Incorporation may be amended in the manner and with the vote provided by the laws of the State of Florida and as proscribed in the Corporation's Bylaws.

ARTICLE IX. BYLAWS

Section 9.1 The Board of Directors of this Corporation shall adopt Bylaws for the governance of the Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these

Articles of Incorporation this 6<sup>th</sup> day of July, 2001.

Signature(s) of Incorporator(s):

Angelita Anderson-Stephens  
Angelita Anderson-Stephens

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

*PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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

ALPHA PHI ALPHA FOUNDATION OF MANASOTA, INC.

2. The name and address of the registered agent and office is:

MR. HERMAN BELL

7282 55TH AVENUE EAST, PMB 188,

BRADENTON, FL 34203

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)

6/29/01  
(DATE)

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

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