

N93000002876

MR. RDC
PO Box 4454
Tallahassee FL 32309

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99 SEP -8 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

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

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*****43.75 *****43.75

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

Amend & N/C

V. SHEPARD SEP 9 1999

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 10, 1999

M.R.R.D.C.
P.O. BOX 4954
OCALA, FL 34478

SUBJECT: MAHOGANY REVUE RESEARCH AND DEVELOPMENT CENTER,
(MR.RDC) INCORPORATED
Ref. Number: N93000002876

We have received your document for MAHOGANY REVUE RESEARCH AND DEVELOPMENT CENTER, (MR.RDC) INCORPORATED and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Bylaws are not filed with this office. Please retain them for your records.

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

Please return 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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 699A00040439



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 20, 1999

MRRDC
P.O. BOX 4954
OCALA, FL 34478

SUBJECT: MAHOGANY REVUE RESEARCH AND DEVELOPMENT CENTER,
(MR.RDC) INCORPORATED
Ref. Number: N93000002876

We have received your document for MAHOGANY REVUE RESEARCH AND DEVELOPMENT CENTER, (MR.RDC) INCORPORATED and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Please state how each article is amended to read.

Please return 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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 899A00041991

RECEIVED
99 AUG 27 AM 9:06
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 31, 1999

MRRDC
P.O. BOX 4954
OCALA, FL 34478

SUBJECT: MAHOGANY REVUE RESEARCH AND DEVELOPMENT CENTER,
(MR.RDC) INCORPORATED
Ref. Number: N93000002876

We have received your document for MAHOGANY REVUE RESEARCH AND DEVELOPMENT CENTER, (MR.RDC) INCORPORATED and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return 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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 499A00043445

Rec'd 9/8

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

FILED
99 SEP -8 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mahogany Revue Research and Development Center
(present name) (MR, RDC) Incorporated

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

The entire Articles of incorporation is being ~~amended~~ amended. This one will supersede the 1993 articles.

Articles # 1	added # 6
articles # 2	added # 7
articles # 3	added # 8
articles # 4	added # 9
articles # 5	

SECOND: The date of adoption of the amendment(s) was: (see Attached) 15 May 99

THIRD: Adoption of Amendment (CHECK ONE)

- ☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Mahogany Revue Research and Development Center
Corporation Name / (MR, RDC) Incorporated

[Signature]
Signature of Chairman/Vice Chairman, President or other officer

Candace Lewis-Khufu
Typed or printed name

Executive Director

Title

Date

(352) 368-2002

16 Aug 99

AMENDMENTS FOR
MAHOGANY REVUE RESEARCH AND DEVELOPMENT CENTER
(MR.RDC) INCORPORATED
Formerly Mahogany's Foundation, Inc.

DELETE ARTICLE 1 AND AMEND TO READ
Name, Purpose and Organization

Section 1 Name

The name of this Corporation is Mahogany Revue Research and Development Center, (MR.RDC), Incorporated

Section 2 Purpose

The objective and the purpose for which the Corporation is organized are:

Community

- A. To promote community education in prevention of AIDS/HIV infection, drugs, alcohol, tobacco and related illnesses
- B. To network with other social and medical services, and religious agencies to promote optimal care for, counseling of, and family support for persons with AID/HIV, drugs, alcohol, tobacco and related illness/infection.
- C. To promote community education regarding AID/HIV, drug, alcohol, tobacco and related illness/infection in the workplace, school, hospital, and social community.
- D. To provide counseling, support, information, education, and referral service to "worried well" and AID/HIV, drugs, alcohol, tobacco and related illness/infection in individuals
- E. To promote professional education in terms of maintaining continuing education standards, increasing awareness of treatment options in the health care and alternative care communities

Youth

- A. To develop & promote youth entrepreneurship programs
- B. To develop and nurture youth in the technology and science fields
- C. To develop and create a program that will allow the youth to build self-esteem
- D. To develop, create and explore ways to keep youth in the communications field
- E. To design and implement programs that will allow youth to explore ideas that may possible lead to patent product and ideas
- F. To design program that will allow youth to teach other youth and become leaders in the city
- G. To design program that will allow youth to travel to other cities and countries during the summer

Section 3 Organization

The organization is a non-profit, non-political and non-partisan Corporation organized under the Law of the State of Florida on

DELETE ARTICLE II AND AMEND TO READ

Membership

Section 1 Who may be members:

Membership is open to any member of the general public who is committed to the purpose of the organization.

Section 2 Selection Process:

All memberships will be by written application and subject to approval by the General Membership. An annual membership fee, for future plans, will be set by the Board of Directors at its last meeting each year and membership applications must be renewed annually. Organizational memberships may be given. The organization shall designate one person as its representative.

Section 3 Membership fee waiver:

The Executive Director of the Corporation is authorized to waive annual membership fees to any individual who cannot afford to pay said fee.

Section 4 Membership meetings:

The General Membership shall meet once a month following the Board of Director and Executive Director meeting and at such other times as the General Membership may determine.

Section 5 Quorum

A General Membership quorum is to be four (4) members.

Section 6 Voting

- A. Each member present, who has reached the age of twelve (12) and who has attended at least one General Membership meeting within the last twelve (12) months prior to the meeting at which the person will be voting, is to have one vote, except for the Executive Director, who will have two (2) votes. A majority of those who are present will carry a motion.
- B. Any employee, except the Executive Director, who is a member, shall have one (1) vote during the General Membership Meeting on any issue in which there is no conflict of interest.
- C. Absentee ballots are allowed for all elections. Such absentee ballots shall be kept in a secure place until the General Membership meeting at which time they will be opened and counted.
- C. Voting by written proxy is permitted except for elections. Verbal proxies are permitted but a second member must verify the committee.

DELETE ARTICLES III AND AMEND TO READ

Directors

Section 1 Board of Directors

The affairs of the Corporation shall be managed and its corporate powers exercised by a board of not less than three (3) and not more than five (5).

Section 2 Selection:

Directors, except the Executive Director, shall be elected at any regular General Membership meeting of Mahogany Revue Research and Development Center, (MR.RDC), Incorporated. A Director needs to be an active member for 3 months and must have attended a minimum of two (2) or of the last (4) General Membership meetings by the election meeting. Officers shall automatically be voting members of the Board of Directors.

Section 3 Term of Office

The term of office for each director except the Executive Director, shall be one (1) year and automatically extended from year-to-year, up to four (4) consecutive years, unless removed pursuant to section 10 or in the event of resignation. The Corporation's legal counsel is exempt from the requirements of this section. This shall not prevent a director from reapplying after being off the Board of Directors for one (1) year.

Section 4 Duties of the Board of Directors

The Board of Directors with the approval of the Executive Director shall have control and general management of the affairs and business of the Corporation. The governing body shall determine the policies of the Corporation and shall adopt rules, regulations and guidelines which it deems necessary and proper to carry out its policies and its duties, but not inconsistent with these by-laws nor with the laws of the State of Florida.

Section 5 Directors Meetings

Meeting of the Board of Directors, including the Executive Director, shall be held prior to monthly meetings and at such other times as the Board of Directors and/or the Executive Director may determine. Special meetings of the Board of Directors may be called by the President or the Executive Director at any time and shall be called by the Executive Director, President, or Secretary upon the written request.

Section 6 Quorum

The presence of three (3) members of the Board of Directors including the Executive Director then serving shall be necessary at any meeting of the Board to constitute a quorum to transact business. The act of a majority of Directors present at a meeting when a quorum is present shall be the act of the Board of Directors and the Executive Director.

Section 7 Voting

At all meetings of the Board of Directors and Executive Director, each Director shall have one (1) vote on each issue voted upon and the Executive Director shall have two (2). Unless otherwise provided by the Bylaws or by the resolution of the Board, all elections shall be held and all questions decided by a majority vote by the Directors present. Voting by proxy is permitted; however, a second member of the Board must verify all verbal proxies.

Section 8 Vacancies:

Vacancies of the Board shall be filled by election by the General Membership. The Executive Director vacancies, unless an untimely death, shall appoint a predecessor before leaving the office, otherwise, what is approved by the president at that time.

Section 9. Election of Officer

Section 10 Removal of Directors and Officers

Any Director or Officer except the Executive Director may be removed from office or from the Board by the affirmative vote of a majority of the General Membership whenever, in the Membership's judgment, the best interest of the corporation would be served thereby. Any such Director or officer proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting at which such removal is to be voted upon. The shall also be entitled to appear before and be heard at such meeting, at which time said Director or Officer may present witnesses on his or her behalf and present defenses as he or she shall deem advisable. Failure to attend three (3) consecutive meeting within a term of office without a valid excuse may constitute cause for removal of a Director or Officer.

Section 11 Committees

The Board of Director with the approval of the Executive Director may, in its discretion, appoint committees as may be necessary. And said body shall have the power to appoint, at the annual meeting of the Board of Directors, and Executive Committee composed of all officers except the Executive Director, who shall have an exercise the authority of the Board of Directors in the management of the business of the Corporation between meetings of the Board.

Section 12 Employees and Agents

The Executive Director with the approval of the Board of Director shall employ and discharge such employees and agents, as it may deem necessary to effectuate the goals of the Corporation

Section 13 Compensation

While serving on the Board of Director, no member shall receive any compensation from this organization for any services. The Executive Director, a Director and Secretary may receive payment for normal travel and other out of pocket expenses necessary to fulfill the obligations of a Director.

DELETE ARTICLE IV AND AMEND TO READ

Officers

Section 1 Officers

The officers of this Corporation shall be the Officers of the Board

Section 2 Selection

An officer, except for the President and Executive Director, must be an active member for three (3) months by the election meeting, and must have attended a minimum of two (2) of the last (4) General Membership or Board of Directors meetings. The President must be an active member of the Board of Directors for a minimum of six (6) months.

Section 3 President

The President in collaboration with the Executive Director shall act as the Corporation's spokesperson and representative in any matters pertaining to the activities of this Corporation. He or she shall enforce these Bylaws and perform all duties incident to the position of office and which are required by law. The Executive Director may delegate to the President whichever of such duties seem suitable.

Section 4 Vice-President

During the absence of or inability of the President to render and perform his or her duties or Exercise said powers, as set forth in these Bylaws, the Vice President shall have all the powers and be subject to all the responsibility herein given to and imposed upon the President.

Section 5 Secretary

The Secretary shall keep the minutes of the meeting of the Board of the Directors and General Membership and shall give and serve all notices of this Corporation. The Secretary shall be the custodian of the records and the seal, shall affix the seal when required, shall present to the Board of Directors at its meeting all communications addressed to the Corporation and shall attend to all correspondence and perform all the duties incident to the office Secretary.

Section 6 Treasurer

The Treasurer shall have the care and custody of and be responsible for all funds and securities of the Corporation. He or she shall deposit all such funds in the name of the Corporation in such bank or banks, trust companies, or safe deposit vaults as the Board of Directors and Executive Director shall so designate, except as otherwise provided by the Board of Directors or General Membership. The Treasurer shall exhibit at all reasonable times the books of accounts to any director and shall render statements of the condition of the finances of the Corporation at such reasonable times as may be required by the Board of Directors or Executive Director. The Treasurer shall make a full financial report at the end of each calendar year and shall keep correct books of accounts of all the Corporation's business and transactions and such other books of accounts as the Board of Director may require. He or she shall do and perform all duties appertaining to the office of the Treasurer.

DELETE ARTICLE V AND AMEND TO READ

Executive Director

Section 1 Executive Director

The Executive Director's position is an appoint position and is authorized and empowered to employ before resigning a replacement for this position. The Executive Director shall be paid a reasonable compensation as it is deemed advisable with the approval of the Board. The Executive Director is a compensated position, can vote at the Board of Directors meeting and the General Membership meeting on any issue in which there is no conflict of interest.

Section 2 Duties

- A. Shall attend all meetings of the Board of Directors and Membership and shall perform such duties as required to move the organization forward.
- B. Supervise all staff personnel hired and all volunteers for the purpose of providing assistance to qualified individual
- C. Manage and direct the screening of applicants for services in compliance with the client eligibility guidelines, rules and regulations established by the Board of Directors
- D. Maintain records of the services provided by the Corporation which indicates the number of persons interviewed, final disposition of each client and shall submit a

- D. Maintain records of the services provided by the Corporation which indicates the number of persons interviewed, final disposition of each client and shall submit a monthly report in writing to the board of Directors covering the above information.
- E. Shall act as a Public Relations liaison between the Corporation and the community

AMEND BY ADDING ARTICLES VI

Fiscal Year

The fiscal year of the Corporation shall commence on the first day of January and end on the last day of December

AMEND BY ADDING ARTICLES VII

Rules of Order

Robert's Rules of Order, latest revised edition, shall be Parliamentary authority for all meetings and matters not specifically covered by these Bylaws.

AMEND BY ADDING ARTICLES VIII

Seal

The Seal of said Corporation shall contain the words: MAHOGANY REVUE RESEARCH AND DEVELOPMENT CENTER (MR. RDC), INCORPORATED, as prescribed by law, and said seal shall be in the charge of the Secretary.

AMEND BY ADDING ARTICLES IX

Amendments

Section 1 Bylaws

The membership may make, amend, alter, revise, or rescind these Bylaws from time-to-time in whole or in part, except for the Executive Director office, by a majority vote of the Membership of the Corporation present at any meeting duly called and convened. Proposed revisions to these Bylaws must be available to the Membership of the Corporation four (4) weeks before the vote on the revision is taken.

Section 2 Revision

We, the undersigned, do hereby certify that the foregoing Bylaws were duly adopted by the Corporation at a meeting duly held and called on the 15th day of May 1998.

**Mahogany Revue Research and Development
Center, (MR.RDC), Incorporated**

**BY: CANDACE LEWIS-KHUFIA
EXECUTIVE DIRECTOR**