

N93000005077

200003877572--0
-03/19/01--01115--009
*****35.00 *****35.00

March 14, 2001

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

RE: Daytona Beach Black Nurses Association

To Whom It May Concern:

Please find enclosed herein the Amend and Restate Articles of Incorporation of Daytona Beach Black Nurses Association and check no. 1049 in the amount of the filing fee of \$35.00 .

Thank you for your assistance in this matter, I am

Ms. Lizzie Flynt
808 S. M. L. King Jr. Blvd.
Daytona Beach, Florida 32114

Very truly yours,

Lizzie Flynt

HEH/sf
enclosures

Amended & Restated Art.

V SHEPARD JUN 27 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUN 18 AM 9:06



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 23, 2001

MS. LIZZIE FLYNT
808 S. ML KIND JR. BLVD.
DAYTONA BEACH, FL 32114

SUBJECT: DAYTONA BEACH BLACK NURSES' ASSOCIATION, INC.
Ref. Number: N93000005077

We have received your document for DAYTONA BEACH BLACK NURSES' ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Restated Articles of Incorporation should include the manner in which directors are to be elected or appointed. The restated articles may provide that the method of election of the directors is as stated in the bylaws.

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: 201A00017717

RECEIVED
01 APR 16 AM 8:42
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 17, 2001

MS. LIZZIE FLYNT
808 S. M.L. KING JR. BLVD.
DAYTONA BEACH, FL 32114

SUBJECT: DAYTONA BEACH BLACK NURSES' ASSOCIATION, INC.
Ref. Number: N93000005077

We have received your document for DAYTONA BEACH BLACK NURSES' ASSOCIATION, INC. and your check(s) totaling \$35.00. 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.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

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: 601A00022725

RECEIVED
01 MAY 16 AM 9:57
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 18, 2001

LIZZIE FLYNT
808 S. M.L. KING JR. BLVD.
DAYTONA BEACH, FL 32114

SUBJECT: DAYTONA BEACH BLACK NURSES' ASSOCIATION, INC.
Ref. Number: N93000005077

We have received your document for DAYTONA BEACH BLACK NURSES' ASSOCIATION, INC. and your check(s) totaling \$35.00. 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.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

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

If the document was approved by a majority vote or other percentage of the members as specified in the articles of incorporation, it should also contain a statement that the number of votes cast was sufficient for approval.

The date of adoption of each amendment must be included in 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: 901A00030510

RECEIVED
JUL 18 2001
DIVISION OF CORPORATIONS

**RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
DAYTONA BEACH BLACK NURSES' ASSOCIATION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUN 18 AM 9:06

Pursuant to the provisions of Section 617.1007, Florida Statutes, **DAYTONA BEACH BLACK NURSES' ASSOCIATION, INC.**, a Florida Not for Profit corporation, whose articles of incorporation were filed by the Florida Department of State on November 8, 1993, by resolution duly adopted a majority vote of the Board of Directors to the membership and adopted by a two-thirds (2/3) vote of all members present, adopt the following restated and amended articles of incorporation:

ARTICLE I - Name

The name of the corporation is:

DAYTONA BEACH BLACK NURSES' ASSOCIATION, INC.

ARTICLE II - Term of Existence

The corporation shall have a perpetual existence.

ARTICLE III - General and Specific Purposes

The specific and primary purposes for which this corporation is formed is:

- 1) To provide a forum through which nurses of African heritage can collectively and cooperatively unite in order to address health issues relevant to the African-Americans in Volusia County, Florida;
- 2) To provide educational programs which focus on health issues and health problems impacting African-Americans;
- 3) To provide financial support to nursing education departments;
- 4) To participate in health screening programs sponsored by other health care organization in the community;
- 5) To compile and maintain a directory of nurses of African heritage;
- 6) To recruit African-Americans for the nursing profession;
- 7) To act as health care advocates for quality care to local persons of African descent;
- 8) To serve as a local nursing body to influence legislation and policies that affect persons of African descent, and work cooperatively and collaborative with other health works and organizations to this end;

9) To ensure a constant succession of nurses of African descent in the nursing profession through recruitment and career counseling efforts;

10) To act as the vehicle for unification of nurses of African descent through collaboration and communication with other groups with of our common heritage;

11) To provide the impetus and means fo nurses of African descent to write and publish matters of professional relevance;

13) The general purposes for which this corporation is formed are to operate exclusively as a charitable society, by the distribution of its funds for those purposes, as stated above which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organization under that Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in political campaign on behalf of any candidate for public office.

12) To perform any and all other lawful things incident and kindred to the above purposes.

ARTICLE IV - Qualifications of Members

1) Membership - The membership shall consist of those nurses (active and retired) and nurses who express commitment to the purpose and philosophy of the Daytona Beach Black Nurses Association, and pay annual dues as determined from time to time by the association. The initial dues are Twenty-five (\$25.00 dollars).

2) Classification -

A) There shall be four (4) classes of membership: licensed, nursing students, retired, and affiliates.

1) Licensed members may be registered nurses, licensed practical nurses, and/or licensed vocational nurses.

2) nurses to lives are those persons who are currently in enrolled in a nursing program and not yet license.

3) Retired members are those persons for previously licensed but no longer maintain an active nursing license.

4) Affiliated members are those who are not nurses nor nursing students but who express an interest in supporting the purpose and philosophy of the Daytona Beach Black Nurses' Association.

B) Persons who meet with the qualifications become active members of the Daytona Beach Black Nurses' Association.

C) Affiliated members may not hold elected of this or have chapter voting privileges.

D) Affiliated members shall not be counted by the Daytona Beach Black Nurses' Association in determining a quorum for voting purposes.

E) Membership in the national black nurses association is not a prerequisite for membership in doubt Daytona Beach Black Nurses' Association.

3) Good Standing

A member in good standing is one whose cartoons are paid, who complies with the provisions of the by-laws, and who is otherwise entitled to full voting privileges.

4) Inactive

A) Privileges of membership shall expire in August of each year and a member shall become inactive if dues are not paid.

B) Inactive members shall lose voting rights at all the privileges of membership.

5) Disciplinary Action

Any member whose conduct has proven injurious to the Daytona Beach Black Nurses' Association or its purposes shall be subject to disciplinary action, as specify in the by-laws or other parliamentary authority.

ARTICLE V - By-Laws

The By-laws of this corporation shall be drafted by the board of Directors and submitted to the membership for approval by two-thirds (2-3) majority vote of the members present at the meeting called for that purpose. The By-laws may be amended or rescinded in the same manner and by two-thirds (2/3) majority vote of the members present at a meeting called for that purpose.

ARTICLE VI - Amendments to Articles

Amendments to the Articles of Incorporation shall be by a majority vote of the Board of Directors to the membership and adopted by a two-thirds (2/3) vote of all members present and entitled to vote a duly called meeting of the membership.

ARTICLE VII - Registered Office/Principal Office and Registered Agent

The address of the registered office of the corporation is 808 S. Dr. M. L. King Jr. Blvd. Daytona Beach, Volusia County, Florida 32114. The principal place of business is the same.

The registered agent at such address is Lizzie M. Flynt.

ARTICLE VIII - Board of Directors

There shall not be less than nine (9) Directors of the corporation, as determined by the By-laws, who shall be responsible for managing the affairs thereof. The directors shall be elected officers, which includes the second vice-president (student representative) and the immediate past president who shall be elected as provided in the By-laws.

The term for each member of the Board of Directors shall end at the annual meeting that more closely coincides with said term, or as otherwise determined by the By-laws.

ARTICLE IX - Income of the Organization

No part of the income and/or profits of this corporation shall be distributed to its members, directors, or officers.

ARTICLE X - AMENDMENTS TO ARTICLES

Amendments to the Articles of Incorporation shall be recommended by a majority vote of the Board of Directors to the membership, and adopted by a two-thirds(2/3) vote of all members present and entitled to vote at a duly called meeting of the membership.

ARTICLE - Dissolution of Corporation

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, (or corresponding provisions of any future United States Internal Revenue Law), or shall be distributed to a state or local government, for public purpose. Any such assets not

disposed of shall be disposed of by Court of competent jurisdiction in the county in which the principal office of the organization is 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.

The above-restated articles of incorporation one restate and integrate and do not further amend the provision of this corporation's articles of incorporation. There is no discrepancy between the corporation's articles of incorporation as previously filed other than the omission of historical interest.

IN WITNESS WHEREOF the undersigned officers of the corporation have executed these restated and amended articles of incorporation on this 9th day of May, 2001.

DAYTONA BEACH BLACK NURSES' ASSOCIATION, INC.

By: Lizzie Flynt
President, Lizzie Flynt

By: Marci Alexander
Secretary, Marci Alexander

Helen C. Neal



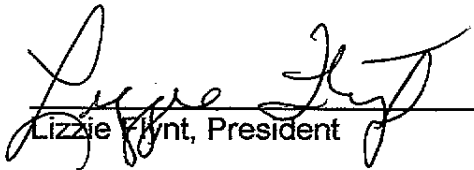
Helen C. Neal
MY COMMISSION # CC714061 EXPIRES
April 7, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

RESOLUTION OF

DAYTONA BEACH BLACK NURSES' ASSOCIATION, INC.

The Voting members of the Daytona Beach Black Nurses' Association in a special Meeting on December 12, 2000 have discussed and voted unanimously to restate and amend articles of incorporation for the Daytona Beach Black Nurses' Association to include the provision of 501(c)(3) of the Internal Revenue Code and the requirements thereof. We have further voted that the President, Lizzie Flynt, will sign this resolution in proxy for all voting members representing the unanimous decision to restate and amend our Articles of Incorporation.

EXECUTED on this 9 day of January 2001.



Lizzie Flynt, President