

759957

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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FILED
MAR 22 PM 1:08
TALLAHASSEE, FL 32301
SPECIAL SERVICES

Amended
Restated
@ 3/22/10

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ELKIND, P.A.
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** Board Certified Civil Trial Lawyer*

REPLY TO: **DeLand**

March 19, 2010

Ms. Irene Albritton
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: New Birth Corporation, Inc.
Reference No.: 759957
Letter No.: 010A00003614

Dear Ms. Albritton:

As requested in your letter of February 12, 2010, the above entity has been reinstated. A copy of your letter is enclosed for reference.

Accordingly, I am enclosing again the original Amended and Restated Articles of Incorporation of New Birth Corporation, Inc. for filing. Our check for \$35.00 was previously sent. Please file the Amended and Restated Articles and feel free to call my office if you have any questions.

Thank you for your assistance.

Very truly yours,

PAUL & ELKIND, P.A.


Harlan L. Paul

HLP/jlm
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 12, 2010

PAUL & ELKIND, P.A.
142 EAST NEW YORK AVENUE
DELAND, FL 32724

SUBJECT: NEW BIRTH CORPORATION, INC.
Ref. Number: 759957

We have received your document for NEW BIRTH CORPORATION, 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):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 2009 annual report. The entity must be reinstated before this document can be filed.

The total amount due to reinstate is \$297.50.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 010A00003614

RECEIVED
2010 MAR 22 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 18 2010

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NEW BIRTH CORPORATION, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

**ARTICLE I
Name**

The name of the corporation is New Birth Corporation, Inc.

**ARTICLE II
Duration**

The corporation shall have perpetual duration.

**ARTICLE III
Purpose**

The corporation is a not-for-profit corporation. The purposes for which the corporation is organized are:

- (a) The specific and primary purpose for which this corporation is formed is to operate for the advancement of racial equality, human rights, justice and social reform and for other charitable purposes, by the distribution of its funds for those purposes.
- (b) The general purposes for which this corporation is formed is to operate exclusively for charitable and educational purposes which will qualify it as an exempt organization under 26 U.S.C.A. § 501(c)(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.
- (c) 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 participate in any political campaign on behalf of any candidate for public office.

10 MAR 22 PM 1:08
RECEIVED
STATE OF FLORIDA
TALLAHASSEE

ARTICLE IV Membership

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

ARTICLE V Principal Office and Address

The street address of the present registered office of the corporation is 316 Fairfax Drive, Daytona Beach, Volusia County, Florida 32119. The name of its present registered agent at that address is Jefferson P. Rogers.

ARTICLE VI Directors

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be not less than three; provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named herein as the existing board of directors shall hold office until the next annual meeting of members.

The Board shall meet at least twice annually to establish goals, develop a budget, and to evaluate progress.

Directors elected at the next annual meeting, and at all subsequent times, shall serve for a term of two years until the second annual meeting of members following the next election of directors and until the qualification of the successors in office. Annual meetings shall be held at 10:00 a.m. on the 15th of January of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates

to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and the articles of incorporation and bylaw of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the reconstituted Board of Directors are:

Mr. Jefferson P. Rogers 316 Fairfax Drive Daytona Beach, FL 32119	Founder/Director
Mrs. Mary Grace Rogers 316 Fairfax Drive Daytona Beach, FL 32199	Director
Mr. Garth C. Reeves 2082 N.E. 121 st Road Miami, FL 33127	Chairman/Director
Dr. Ronald Walters 609 Mission Hills Court Silver Springs, MD 20905	Vice Chairman/Director
Dr. Leonard Nance 2360 Ben Franklin Drive DeLand, FL 32720	Secretary-Treasurer/Director
Ms. Verna Robinson 1737 Varnum Street N.W. Washington, DC 20011	Director
Dr. Bruce Western Harvard University Dept. of Sociology 430 William James Hall 33 Kirkland Street Cambridge, MA 02138	Director
Ms. Allie Lattimer 3050 Military Road NW, Apt. 542 Washington, DC 20015	Director

Ms. Flores Forbes Director
800 Riverside Drive
New York, NY 10032

Ms. Anita Howard Director
1210 Oak Ridge Drive
Cleveland Heights, OH 44121

Ms. Rose McKee Director
100 Winston Drive, #9HS
Cliffside Park, NJ 07010

Ms. Rachel Reeves Director
2082 NE121 Road
Miami, FL 33181

Mr. Robert Smith Director
5044 Santarita Road
Richmond, CA 94803

Mr. Eugene Tinnie Director
74 NW 51st
Miami, FL 33127-2114

ARTICLE VII Incorporator

The name and address of the person previously incorporating this corporation is:

Jefferson P. Rogers
316 Fairfax Drive
Daytona Beach, FL 32119

ARTICLE VIII Officers

The following constitute the newly elected officers. Subsequent officers shall be elected at the annual meetings of the board of directors.

Founder	Jefferson P. Rogers
Chairman	Mr. Garth Reeves
Vice Chairman	Dr. Ronald Walters

Secretary

Leonard Nance

Treasurer

Leonard Nance

ARTICLE IX Bylaws

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not-For-Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

ARTICLE X Property

The property of this corporation is irrevocably dedicated to cultural and educational purposes to educate by carrying on the legacy of Howard W. Thurman and no part the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

ARTICLE XI Dissolution

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for religious/charitable purposes and which has established its tax exempt status under 26 U.S.C.A. § 501(c)(3); or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII Amendments

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds (2/3) of a quorum of members of the corporation.

We, the undersigned, being the directors and members of this corporation, for the purpose of amending and restating the Articles of Incorporation of this not for profit charitable corporation under the laws of Florida, have executed these Amended and Restated Articles of Incorporation on the 23 day of November, 2009.


JEFFERSON P. ROGERS, Founder/Director


MARY GRACE ROGERS, Director


GARTH C. REEVES, Director