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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Transmittal Letter

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

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-02/25/00-01063-014
*****87.50 *****87.50

Subject; The Shekinah Firm

**Enclosed is an original and one (1) copy of the articles of
incorporation and our check for \$ 87.50.**

From:

**The Shekinah Firm
Dr. Elizabeth E. Castle-Hasan
P. O. Box 1861
West Palm Beach, Florida 33402
(561) 655-2450**

561-655-2315

F. CHESNEY

MAR 3 2000

600 12039

Federal Identification Number; 31-1658104

Articles of incorporation

Of

The Shekinah Firm, INC.

A Florida Non Profit Corporation

Article 1. Name

the name of this corporation is the Shekinah Firm, Inc.

Article II. Purposes And Missions

The nature, objectives and purposes of this corporation shall include, but not be limited to, the following objectives and activities:

A. This corporation will provide educational and social support services programming to persons of low and moderate income to aid such persons efforts to achieve economic self sufficiency and stability. The corporation's powers to accomplish such mission shall include all activities, programs and services that may be conducted by not- for- profit corporations in the state of Florida.

B. This corporation will provide and conduct educational services: including classes, seminars and personal one- to - one services and consulting; to aid the achievement of economic self-sufficiency, job skills, home ownership, personal goal setting and budgeting so as to provide a means out of poverty, dependency and homelessness. Parenting, rehabilitation of juvenile offenders drug dependency seminars and programming will be targeted within "The At Risk Communities." We will promote our quest through television, radio, advertisement campaigns and any other media that will further spread the message of self empowering.

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public and private agencies, partnership and other persons participating in and providing programs, activities and services that will provide rehabilitated as well as newly constructed housing accommodations for person of low and moderate income.

D. This corporation will provide management and consulting expertise to other organizations and persons, whether for profit or not- for - profit, to facilitate the mission of this corporation.

E. The establishment of shelter facilities that will assist in the positive reentry into a main stream style of life. Various shelters will address abuse, juvenile, homelessness, addiction recovery and Day shelters for the less fortunate.

Section 1. This corporation is organized and will be operated exclusively for charitable, educational or scientific purposes as defined under section 501(c) (3) of the Internal Revenue code, as amended, and the purposes of the Corporation shall be limited to such activities and purposes as are allowed under said section, or any successor provision, any thing to the contrary not withstanding.

Section 2. The corporation shall possess all powers permitted by the law of the state of Florida to carry out said purposes, including without limitation, the power to receive and administer loans, grants, donations and other funds in accordance with the charitable, educational and scientific purposes for which the corporation is established.

Article Terms of Existence

The corporation shall exist perpetually. Corporate the existence shall commence upon the filing of these Articles of the incorporation by the department of the state of Florida.

Article IV. NON-PROFIT STATUS AND DISSOLUTION

Section 1. This corporation shall issue no stock.

Section 2. No part of the net earnings of this corporation shall inure to the benefit of or be distributed to its members, directors, officers or other private persons; except that this corporation shall be authorized and empowered to pay reasonable compensation for services these Articles. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempt to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provisions of these articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue code of 1986 of this corresponding provision of any future United State Internal Revenue law, or by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue code of 1986 or the corresponding provision of any future of the United State revenue law.

Section 3. On this dissolution of this corporation, the Board of Directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation or to one or more other organizations that are organized and operated exclusively for the charitable, educational or scientific purposes and that shall at the t6ime qualify as exempt organizations under section 501(c)(3) of The Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law, after paying or making provisions for the payment of all liabilities of the corporation. Any assets not so dispose of shall be dispose by a court competent jurisdiction in the county where the principle office of this corporation is then located exclusively for the purposes or to the organization that the courts determines are organized and operated exclusively for the charitable, educational or scientific purposes

Section 4: The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax undistributed income imposed by section 4942 of the Internal Revenue Code, of corresponding section

of any future federal tax code. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of The Internal Revenue Code, or corresponding section of any further federal tax code. The corporation will code or corresponding section of any further tax code. The corporation will not make investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code. The corporation will not make any taxable expenditures as defined in section 4945(d) of The Internal Revenue Code, or corresponding section of any further federal tax code.

Article V DUES

The amount of the annually dues payable by members shall be such amounts as may be determined from the time to time by the Board of Directors.

Article VI QUALIFICATION OF MEMBERS

The membership of this corporation shall consist of all persons hereinafter name as the Directors of this corporation and their successors who shall be elected every three years at a special meeting in December call by the Directors. The initial Board of Direction shall be appointed by the President Rashid Newman and the CEO who is Dr. Elizabeth E. Castle- Hasan. All Board of Directors members shall serve a staggering term.

The process used to select the staggered terms of the Board of Directors shall be done by all directors pulling from container their term of office, except the chairperson of the Corporation, The terms of office within the container shall be broken down as follows (one) three year term (three) two years term. The chairperson shall always serve a three year term unless removed for unethical practices. All such persons shall be members of the corporation during their term os office as a Director.

Article VII SUBSCRIBER

The name and street address of the subscriber to these Articles is: Dr. Elizabeth

E. Castle- Hasan. Her address is P. O. Box 1861 West Palm Beach, Florida 33402. The physical address of the corporation is 634 36th street West Palm Beach, Florida 33407.

Article VIII OFFICERS

Section 1. The officers of the corporation shall be a president, Vice president, secretary, and treasure and such other officer as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Directors are :

<u>Office</u>	<u>Name and Address</u>
President	Rashid Newman P. O. 1861 West Palm Beach, 33402
Vice President	Dr. Elizabeth E. Castle-Hasan P. O. Box 1861 West Palm Beach, Florida 33402
Secretary	Beverly Scott P. O. 1701 Myrtle Beach, South Carolina 29577
Treasure	Louise Penn 1931 Harley Ave. Sarasota, Florida 34237

Section 3. The officers shall be elected at the annual meeting of the board of Directors or as provided in the Bylaws.

Article IX The Board of Directors

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three directors initially. The number of directors may be increased or decreased from time to time, by the Bylaws, but shall not be less than three(3) and no more than (5) five; Nor shall the Board consist of an even number of Directors.

Section 2. The names and addresses of the persons who are to serve as Directors for the ensuing year are:

**Rashid Newman
P. O. 1861
West Palm Beach, 33402**

**Dr. Elizabeth E. Castle-Hasan
P. O. Box 1861
West Palm Beach, Florida 33402**

**Louise Penn
1931 Harley Ave.
Sarasota, Florida 34237**

Article X BYLAWS

The Bylaws of the corporation shall be adopted altered or rescinded by the majority vote of the Board of Directors at any regular meeting or any special meeting called for that purpose.

Article XI AMENDMENTS

Section 1. These Articles of incorporation may be amended at any meeting of the membership, called for that purpose, by a two- thirds (2/3) vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, provided by the Bylaws, of intention to submit such amendments.

Article XII. REGISTERED OFFICE AND REGISTERED AGENT

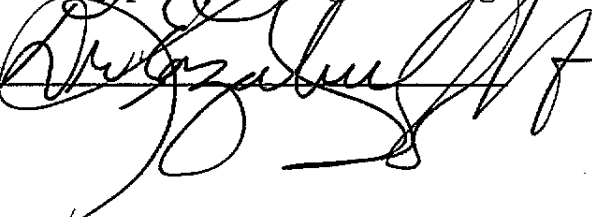
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the law of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is: The Shekinah Firm, Inc.**
- 2. The name and address of the registered agent and office is:**

**Dr. Elizabeth E. Castle-Hasan
634 36th Street
West Palm Beach, Florida 33407**

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



Date

2-13-2000

The name and street address of the incorporator for these Articles of Incorporation is:

**Dr. Elizabeth E. Castle-Hasan
634 36th Street
West Palm Beach, Florida 33407**

The undersigned incorporator has executed these Articles of Incorporation this
13th day of February, 2000

Typed name of incorporator:

Dr. Elizabeth E. Castle-Hasan

Signature of Incorporator:

Date:

The street address of this corporation initial registered officer and the name of
the initial registered agent at such address are as follows:

Initial registered office: 634 36th Street

West Palm Beach, Florida 33407

Initial registered agent: Dr. Elizabeth E. Castle-Hasan

ARTICLE XIII. Initial Registered Agent and Street Address

CERTIFICATE OF DESIGNATION

Registered Agent/Registered Office

The aforementioned Articles were adopted by the Board of Directors on February
13, 2000. The succeeding Articles were adopted by the Board of Directors with
a majority vote approval. They shall serve as the Bylaws for The Shekinah Firm,
Inc.

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