

N00000002770

TRANSMITTAL LETTER

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

900003219189--3

-04/21/00--0116--010

*****79.00 *****79.00

900003219189--3

-04/21/00--0116--011

*****8.50 *****8.50

SUBJECT: HOTEP, Inc.
(Proposed corporate name - must include suffix)

2 money orders # \$79.00 - # 94871707997
8.50 - # 94871715235

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

☐ \$70.00

Filing Fee

☐ \$78.75

Filing Fee &
Certificate of

SALES

☐ \$78.75

Filing Fee
& Certified Copy

☒ \$87.50

Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

Larry Walther

AUTHORIZATION BY PHONE TO

CORRECT CORP Name

DATE 04-25-00

DOC. EXAM of

FROM: HOTEP, Inc.
Name (Printed or typed)

15000 NW 27th Avenue
Address

MIAMI, FL 33054
City, State & Zip

(305) 901-0577 / 528-5961
Daytime Telephone number

00 APR 21 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

aj 4/25

ARTICLES OF INCORPORATION

HOTEP, INC.

FILED
00 APR 21 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I Name and Subject

- Section 1.** The name of the organization shall be "HOTEP, Inc., herein referred to as the "Institute", located at 15000 Northwest 27th Avenue, Miami Florida, 33054.
- Section 2.** The purpose of the Institute shall be to provide social and human services to meet the needs of the community. Without limiting the generality of such purposes, the Institute intends:
1. To promote the development of adequate Assisted Living/24 Hour Day Care for senior citizens, and low-cost housing to meet the needs of the poor, elderly, and low-income residents of South Florida;
 2. To engage in the organization of non-profit housing developments with residents ownership, and to engage in the organization or creation of non-profit rental housing for the elderly, homeless, and moderate and lower income persons;
 3. To assist low-income individuals and groups to become self sufficient in order to own, manage and operate housing and other related enterprises in the Opa-locka area, and,
 4. To assist in obtaining the financial and other support required for the purpose of the corporation.
- Section 3.** HOTEP, Inc. shall be a non-profit organization under the control and direction of a volunteer Executive Board of Directors.
- Section 4.** To accomplish its purposes, the Institute may establish and provide for the conduct and maintenance of its work in one or more sections of Miami-Dade County, Florida, and for particular groups of persons.
- Section 5.** The Institute shall have perpetual existence.

Section 6. The purposes for which HOTEPE, Inc. is organized and exclusively religious, charitable, scientific, literary, and educational within the meanings of Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law.

Section 7. Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE II

Property

Section 1. The Institute may hold or dispose of such property, real or personal, as may be given, divided, or bequeathed to it or entrusted to its care and keeping; may purchase, acquire, and dispose of such property as may be necessary to carry out the purpose of the Institute; and may manage, control and utilize the same in accordance with the provisions of Article III

Section 2. The highest amount of indebtedness or liability to which the Institute may at any time subject itself never shall be greater than two-thirds (2/3) of the value of the assets of the Institute.

ARTICLE III

Management

Section 1. The management of the Institute shall be vested in a Board of Directors, consisting of not fewer than five (5), not more than nine (9), elected by the Board of Directors, or otherwise in such manner and for such terms not exceeding three (3) years, as the Bylaws may provide.

Each director must possess the qualifications for voting membership in the Institute.

Section 2. The officers of the Board of Directors shall be the President, Vice President, Secretary and Treasurer, chosen from their number as provided for in the Bylaws. These shall also be the officers of the Institute

Section 3. The names and addresses of the persons who shall serve as the initial directors of the corporation are as follows:

Rev. Larry T. Walthour, Jr.
Chairman

10011 Laquat Street
Miramar, FL 33025

Rene' Walthour
Secretary

10011 Laquat Street
Miramar, FL 33025

Vernon W. Lemon
Treasurer

19300 NW 43rd Avenue
Miami, FL 33055

ARTICLE IV Membership

Section 1. The voting membership of this Corporation shall consist of the Board of Directors as elected from time to time.

Section 2. Additionally, non-voting classes of membership may be established by the Board of Directors consisting of persons who are desirous of furthering the objectives of the corporation. Such members shall participate in the affairs of the corporation as provided for in its Bylaws.

ARTICLE V Meetings of the Institute

Section 1. There shall be an Annual Meeting of the Institute within 90 days after the close of the fiscal year, at which time the Board of Directors shall report to the community the status of the Institute. Notice of this meeting shall be publicized at least four (4) weeks in advance.

Section 2. The Institute may hold such other meetings of the organization as may be provided for in the Bylaws.

- Section 3.** Special meetings of the Institute may be called by the President or by order of the Board of Directors. Upon written request of one-half of Board of Directors of the Institute, the President or Secretary shall call a meeting specifying the object, which shall be incorporated in the notice. A notice of such meeting shall also be mailed to every voting member at least five (5) days in advance of the meeting. No business shall be transacted at such meeting, except that for which the call is issued.
- Section 4.** One-half of the Board of Directors shall constitute a quorum at any meeting called by the voting members of the Institute.
- Section 5.** A written record of the attendance and business transacted at all regular and special meetings of the Institute shall be maintained and filed with the Minutes of the Board of Directors.

ARTICLE VI

Dissolution

- Section 1.** Upon dissolution of this corporation, the Board of Directors, after paying or making provisions for the payment of liabilities of the corporation pursuant to operational law, shall distribute all assets exclusively to St. Andrew Missionary Baptist Church a not for profit organization exempt under Section 501(c)(3) of the Internal Revenue Code, provided that this corporation retains discretion and control over the terminal use of said contributions prior to dissolution.

ARTICLE VII

Amendments

- Section 1.** The Articles of Incorporation may be amended by vote of two-thirds (2/3) of the Board of Directors present at any regularly constituted meeting of the Institute, provided such amendment shall have been submitted by the Board of Directors. Amendments must be submitted in writing to the Directors no earlier than thirty (30) days and no later than seven (7) days prior to a meeting.

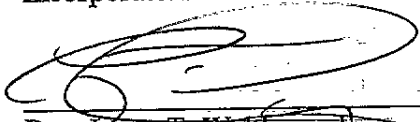
ARTICLE VIII

Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent are: Rev. Larry T. Walthour, Jr., 10011 Loquat Street, Miramar, FL 33025.

ARTICLE IX
Incorporators

The undersigned subscribing incorporators have hereunto set their hands and seals this ____ day of _____, 1999, for the purpose of forming this not for profit corporation, under the laws of the State of Florida. The names and addresses of the Incorporators to these Articles of Incorporation are:


Rev. Larry T. Walthour, Jr.

10011 Loquat Street
Miramar, FL 33021


Rene Walthour

10011 Loquat Street
Miramar, FL 33021


Vernon W. Lemon

19300 NW 43rd Avenue
Miami, FL 33055

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR 21 PM 3:55

FILED

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.


Rev. Larry T. Walthour, Jr.

3/13/00

Date

STATE OF FLORIDA)

COUNTY OF Miami-Dade)

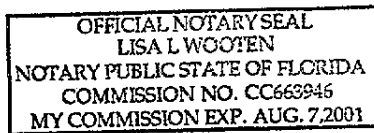
BEFORE ME, a Notary Public, personally appeared Larry T. Walthour, Jr., who is personally known to me or who has produced _____ as identification, and who acknowledged before me that he subscribed to the foregoing Articles of Incorporation.

WITNESS my hand and official seal, this 13th day of March, 2000.

Lisa L Wooten
Notary Public – State of Florida

My commission expires:

August 7, 2001



STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

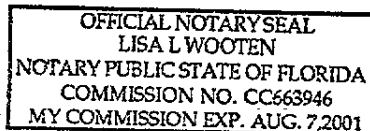
BEFORE ME, a Notary Public, personally appeared Rene' Walthour who is personally known to me or who has produced _____ as identification, and who acknowledged before me that he subscribed to the foregoing Articles of Incorporation.

WITNESS my hand and official seal, this 13th day of March, 2000.

Lisa L Wooten
Notary Public – State of Florida

My commission expires:

August 7, 2001



STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

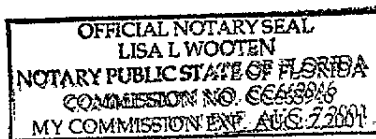
BEFORE ME, a Notary Public, personally appeared Vernon W. Lemon, who is personally known to me or who has produced _____ as identification, and who acknowledged before me that she subscribed to the foregoing Articles of Incorporation.

WITNESS my hand and official seal, this 13th day of March, 2000.

Lisa L Wooten
Notary Public – State of Florida

My commission expires:

August 7, 2001



STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

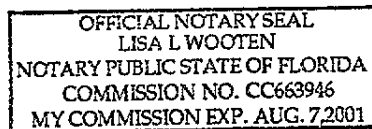
BEFORE ME, a Notary Public, personally appeared _____, who is personally known to me or who has produced _____ as identification, and who acknowledged before me that he subscribed to the foregoing Articles of Incorporation.

WITNESS my hand and official seal, this 13th day of March, 2000.

Lisa L Wooten
Notary Public – State of Florida

My commission expires:

August 7, 2001



STATE OF FLORIDA)

COUNTY OF _____)

BEFORE ME, a Notary Public, personally appeared _____, who is personally known to me or who has produced _____ as identification, and who acknowledged before me that he subscribed to the foregoing Articles of Incorporation.

WITNESS my hand and official seal, this ____ day of _____, 2000.

Notary Public – State of Florida

My commission expires:
