

TRANSMITTAL LETTER

700000003209

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

SUBJECT: The Ernest L. Peterson Institute of South Florida Inc.  
(Proposed corporate name - must include suffix)

300003246623-4  
-05/10/00-01062-008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

Rev. G Leroy Lloyd III  
Name (Printed or typed)

1811 N.W. 4th Court  
Address

Miami, Florida 33136  
City, State & Zip

(305) 573-8941  
Daytime Telephone number

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

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC. EXAM

carp name  
5/1/00  
BN

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2000 MAY 10 PM 12:46

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called to answer  
or  
voice mail

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2000 MAY 10 PM 12: 46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

### THE ERNEST L. PETERSON INSTITUTE OF SOUTH FLORIDA, INC.

#### ARTICLE I

##### Name and Object

**Section 1.** The name of the organization shall be "The Ernest L. Peterson Institute of South Florida, Inc., herein referred to as the "Institute", located at 1811 NW 4<sup>th</sup> Court, Miami, FL 33136.

**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 Overtown area, and,
4. To assist in obtaining the financial and other support required for the purpose of the corporation.

**Section 3.** The Ernest L. Peterson Institute of South Florida, Inc. shall be a non-profit organization under the control and direction of a volunteer 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, FL, and for particular groups of persons.

**Section 5.** The Institute shall have perpetual existence.

**Section 6.** The purposes for which The Ernest L. Peterson Institute of South Florida, Inc. is organized are 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 shall never 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), 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.

- a) The Board of Directors shall have and exercise all the powers necessary to control the work and policy of the Institute in all its details, including the appointment of Standing and Special Committees. No contract, debt or obligation shall be binding unless contracted under authority of the Board.
- b) The Board of Directors shall have the power to fill, for the unexpired terms, all vacancies occurring in their number between annual elections. They shall have the authority to make Bylaws for the governance of the Institute not inconsistent with the Articles of Incorporation.

**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:

The Very Rev. G. Leroy Lloyd, III	315 NE 131 Street Miami, FL 33161
Mr. Freddy Jones	2150 NW 60 Street Miami, FL 33142
Mrs. Vinola Harvey	1346 NW 95 Street, #216 Miami, FL 33147
Mr. George Dean	1746 NW 37 Street Miami, FL 33142
Mrs. Iva Brown	1811N NW 4 Ct. Miami, FL 33136

#### **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. Peter's Antiochian Orthodox Catholic 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. G. Leroy Lloyd, III, 1811 NW 4<sup>th</sup> Court, Miami, FL 33136.

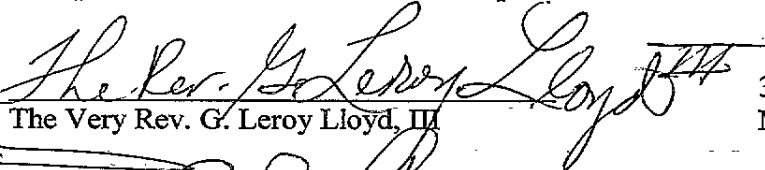
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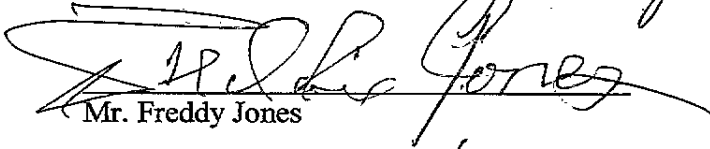
**ARTICLE IX**  
**Incorporators**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

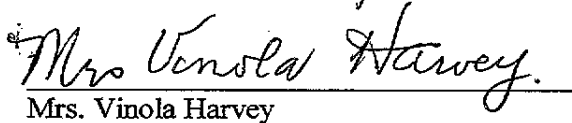
The undersigned subscribing incorporators have hereunto set their hands and seals this \_\_\_\_ day of December, 1999, for the purpose of forming this not for profit corporation, under the laws of the State of Florida. The names and addresses of the Incorporators to these Articles of Incorporation are:

  
The Very Rev. G. Leroy Lloyd, III

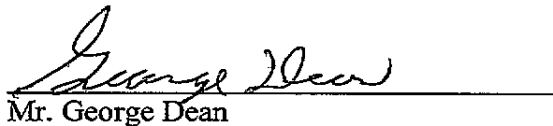
315 NE 131 Street  
Miami, FL 33161

  
Mr. Freddy Jones

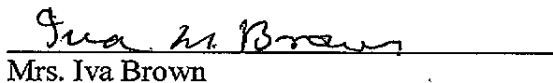
2150 NW 60 Street  
Miami, FL 33142

  
Mrs. Vinola Harvey

1346 NW 95 Street, Apt. 216  
Miami, FL 33147

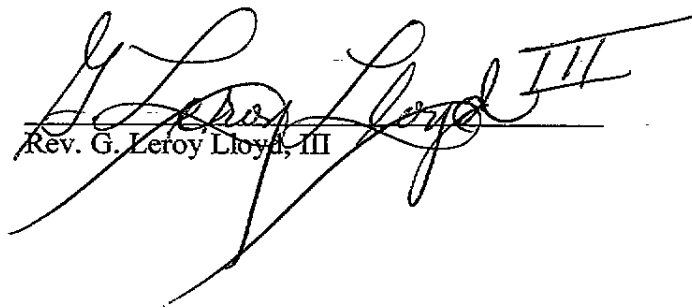
  
Mr. George Dean

1746 NW 37 Street  
Miami, FL 33142

  
Mrs. Iva Brown

1811 NW 4th Court  
Miami, FL 33136

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. G. Leroy Lloyd, III

May 1, 2000  
Date