

TRANSMITTAL LETTER

NO000000 8015

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

FILED
00 NOV 30 PM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: _____
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

600003480366
-11/30/00--01013--016
*****87.50 *****87.50

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: _____
Name (Printed or typed)

ALBAN Z. CADWELL
PHONE# 954-748-7249
"DAY" 954 746-5687

Daytime Telephone number

Alban GAVE
AUTHORIZATION BY PHONE TO

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

CORRECT Manner of Election

DATE 12/5

DOC EXAM SR

SRB
12/5

12-78481

(A Corporation not for profit)

WE, the undersigned, hereby associate ourselves together for the purposes of becoming incorporated under Chapter 617, Florida Statutes, applicable to corporations not for profit and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation.

ARTICLE I - NAME AND PLACE OF BUSINESS

The name of this corporation shall be: St. Mary's Grand Christian Encampment, Inc.

and it shall conduct its operations and its place of business principally within the United States, and incidentally outside the territory of the United States as may be determined by the laws except as restricted herein. The principal registered office of this corporation shall be: 284 N.E. 80th Terrace, Miami, Florida, 33138

ARTICLE II - REGISTERED RESIDENT AGENT

The name of the registered agent of this corporation and the registered office of this corporation shall be: Maxine Thomas
11140 N.W. 22 nd. Court,
Miami, Florida, 33167

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ARTICLE III - PURPOSES

Section I.

The purposes of which this corporation is formed are:

a. To organize a non-profit corporation and to associate together persons, associations, and corporations, in order to operate exclusively for all objectives described, permitted and limited in Section 501 (c)(3) and (d) and 401 (a) of the 1954 Internal Revenue Code. For purposes and powers as set forth herein these Articles of Incorporation, references to the provisions of the Code shall be deemed to include statutes which succeed such provisions and all appropriate regulations and rulings of the Internal Revenue Service pursuant thereto;

b. To engage in any and all lawful activities which are incidental to the foregoing purposes except as restricted herein;

c. To do any and all lawful things for all objectives which are religious, charitable, scientific, literary, or educational and to do any and all lawful things in pursuant to all objectives and programs of the Community Development Act of the United States Government , or any similar Act which is passed by the Florida or American Legislature, and in pursuant to the purposes of community development, as described, permitted, and limited as tax exempt purposes pursuant to Section 501 (c)(3) of the above described Code;

d. To make contributions to any organization described in Section 501(c) and (d) of the above described Code with the exception of organization testing for public safety;

e. To do all lawful things in promotion of social welfare of the people in the community and to bring about civic betterments and social improvements with all methods allowed an organization tax exempt as a social welfare organization, as described, permitted and limited pursuant to the Section 501 (c) (3) of the above described Code, including as set forth therein the advocacy or rejection of legislation.

f. To promote friendship among its members; to inculcate in them a high sense of loyalty to each other; to stimulate their intellectual advancement; and to hold meetings and social gatherings for the better realization of such purposes;

g. To conduct, operate, and maintain a fraternal organization; to foster, develop, and promote better understanding among citizens of the community and to promote the cultural, social and mental welfare of the members.

h. To raise funds by gifts, donations or the sale of publications for the relief of members when sick, disabled, or otherwise distressed, and for assuring a sum of money to assist in defraying the funeral expenses of deceased members;

i. Without limitation of the generality of the foregoing, a further and more particular object of the Corporation shall be the formation of a dues-paying class of members, with a view towards obtaining premises for all meetings and social gatherings, which group shall meet regularly to engage in leisure activities for the promotion of the general purposes stated above and for such purposes as are incidental thereto.

j. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under the Florida Not-For-Profit Corporation Law;

k. The corporation shall have all the powers and be subject to all the restrictions which pertain by law to Not-For-Profit corporations as far as the same are applicable thereto;

l. The corporation, in furtherance of its corporate purposes above set forth, shall have all the powers enumerated in the State of Florida Not-For-Profit Corporation Law, subject to any limitations provided in the Not-For Profit Corporation Law or any other Statute of the State of Florida.

ARTICLE IV -

Section 1.

The corporation is to have any and all power to do any and all things necessary to expedite and carry out all the purposes and objectives of this corporation and as may be determined by the Board of Directors and subject to the by-laws and to possess all rights, privileges, and immunities, and to enjoy all benefits granted corporations under the laws of the State of Florida provided that such powers are in furtherance of the tax exempt purposes of the Articles of Incorporation herein.

Section 2.

This corporation shall not be operated for the purpose of carrying on a trade or business for profit or otherwise engage in any activity which deny tax exemption pursuant to Section 502 of the Code as herein described.

Section 3.

This corporation shall not engage in any transaction described and prohibited in Section 503 and 504 of the Code as herein described and pursuant thereto:

a. Any other provision of this instrument, notwithstanding, the directors, shall distribute its income for each taxable year at which time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws;

b. Any other provisions of this instrument notwithstanding the officers and directors shall not engage in any act of self dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1964 or corresponding provisions of any subsequent federal tax laws, nor retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1964, or corresponding provisions of any subsequent federal tax laws;

nor make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent tax laws. Reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes provided that such compensation be governed by the fiduciary principles of absolute and undivided loyalty to this corporation and that such compensation does not exceed the compensation received by persons rendering similar kind of services for similar purposes of similar non-profit corporations tax exempt pursuant to Section 501 (c)(3) or Section 501 (c) (3) of the above described Code and such compensation is reasonable proportional to financial ability of the organization to operate pursuant to its purposes;

c. Any and all funds, property or assets of the corporation may be contributed only for the purposes of this corporation, including contributions to similar tax exempt organizations with similar purposes and similar organizations not declared tax exempt but with similar purposes provided that this corporation retains control

and discretion over the funds, property or assets so contributed to said organization not declared tax exempt;

d. No other contribution shall be distributed to any person or persons except to the needy or indigent provided that adequate records and case histories are made of the recipient according to the traditional standards of social service which shall not be less than those of a local tax exempt United Fund Agency or those standards approved by Community Development, its successor agency, or any agency with the same or similar objectives and purposes.

Section 4.

This corporation may organize corporations and associations and otherwise make all necessary and proper stipulations, agreements, contracts, and other arrangements, with other corporations and associations, for partnership, joint-subidiaries, joint-ventures and for other cooperative relationships, for means of carrying out any and all of the purposes and objectives of this corporation including, but not limited to, the use of the same officers, personnel, methods, means and agencies, provided that:

a. Such arrangements and operations would not put this corporation, officers, and directors in violation of the other provisions of these articles of incorporation.

b. Such arrangements would not destroy the separate legal identities or make one corporation or association the mere agent or instrument of the other corporation or association.

Section 5.

This corporation shall do any activity permitted an action organization tax exempt as a social welfare organization pursuant to Section 501 (c) (3) of the above described Code, provided funds or contributions received by this corporation for purposes pursuant to purposes described in Section 501 (c) (3) of the above described Code shall not be used or distributed in any activities prohibited for organizations tax exempt pursuant to Section 501 (c) (3) nor shall this corporation engage in any activities that are unlawful under applicable federal, state or local laws.

Section 6.

Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not have or exercise any power nor shall it directly or indirectly engage in any activity that would:

1. Prevent it from obtaining exemption from taxation, or;
2. Cause it to lose exempt status as a corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1954 as now enforced or hereafter amended.

ARTICLE V- DISSOLUTION

Upon dissolution of this corporation, the Board of Directors, after paying or making provisions for the payment of liabilities of the Corporation pursuant to the operation of law, shall distribute all assets exclusively only to those organizations which have been determined to have been qualified to be exempt under Section 501 (c) of the Internal Revenue Code as herein described.

ARTICLE VI- TERM OF EXISTENCE

This corporation not for profit shall have perpetual existence.

ARTICLE VII-MEMBERSHIP

Membership of this corporation shall consist of those persons, associations, and corporations, pursuant to and as provided in the by-laws. The names, addresses, and residence of the persons who shall serve as members until otherwise provided for in the by-laws as set forth in Article VIII of these Articles of Incorporation. The qualifications of members, their manner and admission, conditions, and regulations of membership and the rights of other privileges of the classes of members shall be determined and fixed by the by-laws. A written declaration to cooperatively work to achieve the objectives herein specified in these Articles shall be the primary qualification of members. An applicant for membership shall be entitled to admission to membership after having filed the required written declaration with the Secretary of this corporation and after approval of a majority of the Board of Directors.

ARTICLE VIII-BOARD OF DIRECTORS

Section I.

This corporation shall be operated and governed by a Board of Directors. The

by-laws may provide another name for the Board of Directors, and shall otherwise provide for the extent and limits of their powers, duties, and privileges, and, further, shall provide for the manner of appointment, qualification or election and other matters relating thereto, subject to restrictions herein, including:

- a. The number of Directors may be provided for in the by-laws but shall at all times not be less than three;
- b. The Directors may only recommend, with the membership to determine reasonable compensation for services rendered pursuant to Section 3 of Article III of these Articles of Incorporation, as set forth in the by-laws. The Board of Directors shall have power to make, alter, or rescind all such by-laws and regulations to rule the business of the corporation as will not be inconsistent with these Articles, or of the laws of the State of Florida.

Section 2.

Each association or corporation which is a member shall select one of its members or representatives as provided for in the by-laws to serve on the Board of Directors. The names and addresses of those Directors who are to serve until the first annual meeting or as otherwise provided for in the by-laws and who shall also comprise the membership of the corporation are as follows:

<u>Office</u>	<u>-Name</u>	<u>ADDRESS</u>
Eminent Commander	Iris Miller	1930 N.W.191 st. Miami, Florida, 33056
Emin. Deputy	Gloria Ritch	2202 N.28th.Ave. Hollywood, Fl. 33020
Emin. Secretary	Maxine Thomas	11140 N.W.22nd.Court Miami, FLORIDA, 33167
Emin. Treasurer	Norma Apollo	3920 N.E.16th.AVE. Ft.Lauderdale, Fl. 33334
Emin. Sr. Deacon	Phillis Johnson	630 N.W.183rd.Terr. Miami, Fl. 33168
Emin. Jr. Deacon	Ruby Roberts	1920 N.W.134th.St. Miami, Fl. 33167
Emin. Inn.Guard	Velda Powell	8245 N.W.34th.Ave. Miami, Fl. 33147
Emin. Tyler	Ula Ross	937 Pennsylvania Ave. Ft.Lauderdale, Fl. 33312
Emin. Prelate	Cathrine Daley	2215 Mayo St. Hollywood, Fl. 33020
Emin. Master of of Palace	Lurline Aris	15748 N.W.39th.Court Opa Locka, Fl. 33054
Emin. Trustee	Evern Collins	761 N.W.197th.Terrace Miami, Fl 33169
Emin. Trustee	Luna Bryan	3649 Jackson Blvd. Ft.Lauderdale, Fl. 33312

Members

<u>Name</u>	<u>Address</u>
Comp. Leonora Anderson	1861 N.W.46th.Ave.Lauderhill, Fl.33313
Comp. Kathleen Banks	3951N.W.45th.Terr.Ft.Lauderdale Fl.33319
Comp. Olga Bødden	2435 N.W.89th.Terr.Miami, Fl.33147
comp. Leonie Boothe	80 N.E.166 St.N.M.Beach, Fl.33162
Comp. LYNNETH BYFIELD-LOUIS	15440 N.E.13th.Ave.N.M.Beach, Fl.33162
Comp. Jean Cockett	P.O.Box 5242 W.Hollywood, Fl.33083
Comp. Nola Crichton	3631 S.W.47th.Ave.Hollywood, Fl.33023
Comp. Ferne Ford	1183 Sussex Dr.N.Lauderdale, Fl.33068
Comp. Elaine Keith	19431N.W.7th.St.Pembroke Pines, Fl.33029
Comp. Carmen Martin	3401 N.W.212 St.Miami, Fl.33056
Comp. Gretel Mc Dowell	1965 N.W.56ST.Miami, Fl.33142
Comp. Brenetta Miles	1705 N.W.185th.Terr.Miami, Fl.33056
Comp. Cynthia Mottley	21240 Braxfield Loop,Estero, Fl.33928
Comp. Brenda Reid	2855 N.W.170th.St.Miami, Fl.33056
Comp. Norma Sawyers	3961 N.W.32nd.Ave.Lauderdale Lakes, Fl.33309
Comp. Barbara Sinclair	17141 N.E.5th.Ave.N,M,Beach, Fl.33162
Comp. Cynthia Smith	1221 N.W.202 St.Miami, Fl.33169
Comp. Velma Wright	91 N.E.210 St.Miami, Fl.33179

Method of election of directors is as stated in the bylaws.

ARTICLE X -AMENDMENTS

Amendments to the Articles of Incorporation or to the by-laws may be proposed by any Director or member at any regular or special meeting of the Board of Directors of the membership to be presented at the next regular meeting of the

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act. St. Mary's Grand Christian Encampment, Inc.

First--That _____

desiring to organize under the laws of the State of Florida

with its principal office, as indicated in the Articles of Incorporation at City of

Miami, County of Dade

State of Florida has named Maxine Thomas

located at 11140 N.W. 22 nd. Court

, City of Miami, Fl. 33167

(Street address and number of building
Post Office Box address not acceptable)

County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Maxine Thomas

Resident Agent
Maxine Thomas

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA