

TRANSMITTAL LETTER

NO10000006329

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

FILED
01 SEP -5 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Florida Association of African American Long Term Care Administrators, Inc.
(Proposed corporate name - must include suffix)

300004571083--4
-09/05/01--01072--010
*****70.00 *****70.00

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 of
Status

ADDITIONAL COPY REQUIRED

FROM: Arthur Clark Law Office
Name (Printed or typed)

P.O. Box 623
Address

Tallahassee, FL 323
City, State & Zip

850 / 224-6161
Daytime Telephone number

RECEIVED
01 SEP -5 PM 12:57
DIVISION OF CORPORATION

Call when Ready

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

J. BRYAN SEP - 5 2001

FILED
01 SEP -5 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FLORIDA ASSOCIATION OF AFRICAN-AMERICAN
LONG TERM CARE ADMINISTRATORS, INC.

In compliance with Chapter 617, Florida Statutes, the undersigned, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I -- NAME

The name of the corporation shall be:

FLORIDA ASSOCIATION OF AFRICAN-AMERICAN
LONG TERM CARE ADMINISTRATORS, INC.

ARTICLE II -- REGISTERED AND PRINCIPAL OFFICES

The street address of the initial registered office of the corporation is:

117 South Gadsden Street, Suite 201
Tallahassee, FL 32301

and the name of the initial registered agent at that address is
Alfred W. Clark.

The principal place of business of this corporation shall be:

5250 17th Street, Suite 101
Sarasota, FL 34235

ARTICLE III -- PURPOSE

The purpose for which this Corporation is organized is:

1. The Corporation shall be at all times a not for profit corporation under the provisions of the Florida Not For Profit Act Corporation (Chapter 617, Florida Statutes). The Corporation shall be organized and shall be operated exclusively for public charitable and educational uses and purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.

2. The Corporation shall have the full power and authority to:

(a) Conduct programs and activities; raise funds; request and receive grants, gifts, contributions, dues, and bequests of money, real and personal property; or acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures to or for the benefit of the FLORIDA ASSOCIATION OF AFRICAN-AMERICAN LONG TERM CARE ADMINISTRATORS, INC., and other charitable purposes.

(b) Carry on all the other activities allowed by the laws of the State of Florida and the United States for a charitable and educational organization.

(c) Borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; and

(d) Within and subject to the limitations of Section 501(c) (3) of the Internal Revenue Code, to perform all other acts necessary or incidental to the above and to do whatever is deemed

necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Florida Not For Profit Corporation Act.

3. The Corporation shall engage only in such purposes, functions and activities as are consistent with the purposes set forth in this Article III and as are exclusively charitable or educational under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV --
PUBLICLY SUPPORTED TAX-EXEMPT NONPROFIT CORPORATION

1. The Corporation shall be neither organized nor operated for pecuniary gain or profit.

2. Moreover:

(a) No part of the net earnings of the Corporation shall ever inure to the benefit of, or be distributable to, any member or Director of the Corporation, or any other private person; but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distribution in furtherance of the purposes as set forth in Article III hereof.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate in, or intervene in (including the publication or

distribution of statements) any political campaign on behalf of any candidate of public office.

(c) Notwithstanding any other provisions of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code; or

(ii) By a corporation, contributions to which are deductible from federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code.

3. It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE V -- BOARD OF DIRECTORS

1. The Corporation shall be governed by a Board of Directors. The number of directors which shall serve as the

initial Board of Directors is three (3). The names and addresses of the initial Board of Directors are:

DeWayne K. Harvey
5250 17th Street, Suite 101
Sarasota, FL 34235

Connie Bend
5250 17th Street, Suite 101
Sarasota, FL 34235

Linda Blackshear
5250 17th Street, Suite 101
Sarasota, FL 34235

2. The Directors shall be members of the Corporation.
3. Directors subsequent to the initial Board of Directors shall be appointed by majority vote of the Board of Directors when a vacancy occurs.
4. Directors may be removed by a majority vote of the Board of Directors.

ARTICLE VI -- MEMBERS

All persons who are interested in the objectives of the Corporation shall be eligible for membership. Failure to pay membership dues established by the Board of Directors shall be cause for termination of membership. The Corporation shall provide for equal membership and equal opportunities to all persons regardless of race, color, religion, sex, age, or natural origin.

ARTICLE VII -- INCORPORATOR

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

Alfred W. Clark
117 South Gadsden Street, Suite 201
Tallahassee, FL 32301

ARTICLE VIII --
DISTRIBUTION OF ASSETS UPON DISSOLUTION

1. In the event of dissolution or the termination of the Corporation, title to all of its assets shall vest in a not for profit charitable organization designated by the Corporation prior to dissolution or termination to be used exclusively for the purposes hereinabove set forth, provided that such does not impair or destroy the tax exempt status of the Corporation or result in the denial of tax exempt status to donations, contributions, legacies or dues received by this Corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation.

2. Notwithstanding anything herein to the contrary, the assets of the Corporation are hereby irrevocably dedicated to charitable use; accordingly, in the event the successor entity fails to qualify to receive or otherwise fails to accept the Corporation's assets upon dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the

federal, state, or local government for exclusive public purpose(s).

ARTICLE IX --
AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation must be adopted by a vote of all Directors present at any meeting of the Directors called for that purpose, at which a quorum of Directors is present. Notwithstanding anything herein to the contrary, amendments to these Articles of Incorporation which are advisable to obtain or maintain the Corporation's tax exempt status may nevertheless be adopted at a meeting of the Board of Directors by a unanimous vote of the Directors then in office.

ARTICLE X --
INITIAL REGISTERED AGENT AND STREET ADDRESS

As set forth in the Registered Agent's written acceptance of his appointment which is delivered to the Department of State with these Articles of Incorporation, the name and address for the Initial Registered Agent for the Corporation is:

Alfred W. Clark
117 South Gadsden Street, Suite 201
Tallahassee, FL 32301

ARTICLE XI -- DEFINITIONS

For purposes of these Articles of Incorporation, "charitable purposes" include charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, contributions for which are

deductible under Section 170(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered reference to the Internal Revenue Code, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

ARTICLE XII -- OFFICERS

The officers of the Corporation shall be the President, the Vice President, the Secretary, the Treasurer, and such other offices as may be created by the Board of Directors. The officers shall be elected or appointed annually by the Board of Directors. The names of the initial officers are as follows:

President:	DeWayne Harvey
Vice President:	Connie Bend
Secretary:	Linda Blackshear
Treasurer:	Freddie Franklin

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of September, 2001.

Signature of Incorporator:


ALFRED W. CLARK

STATE OF FLORIDA

COUNTY OF LEON

On this 5 day of September, 2001, before me appeared Alfred W. Clark, personally known to me to be the person whose name is subscribed to the instrument within, and acknowledged that he executed the instrument for the purpose contained in the instrument.

In witness whereof, I sign here and set my official seal.

Diane R. Quigg
Notary Public



Diane R. Quigg
MY COMMISSION # CC603862 EXPIRES
April 8, 2003
BONDED THRU TROY FAIN INSURANCE, INC

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws 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:

FLORIDA ASSOCIATION OF AFRICAN-AMERICAN LONG TERM CARE ADMINISTRATORS, INC.

2. The name and address of the registered agent and office is:

Alfred W. Clark
117 South Gadsden Street, Suite 201
Tallahassee, Florida 32301

ACCEPTANCE

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: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 SEP -5 PM 3:25

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