

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Florida African American HIV/AIDS
Council of Palm Beach County, Inc.

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Name _____ Date 8/22/02 Time 12:45

Walk-In _____ Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Articles of Incorporation
of
**FLORIDA AFRICAN AMERICAN HIV/AIDS COUNCIL OF PALM BEACH
COUNTY, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the corporation is Florida African American HIV/AIDS Council of Palm Beach County, Inc.

The principal office of this corporation is: 3900 Broadway, West Palm Beach, Florida 33407

The mailing address of this corporation is: P.O. Box 9504, Riviera Beach, Florida 33419-9504.

ARTICLE II
CORPORATE NATURE

This is a not-for-profit corporation organized solely for general charitable purposes pursuant to the Florida Corporation Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III
DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

- A. African American Faith Based Communities working together to address hunger, need of at-risk children, tutorial for youth, transportation, clothing, lay training, transition from welfare to work, and to stop the spread of HIV/AIDS, infectious diseases and other chronic illnesses by providing and promoting AIDS services, education, advocacy, compassion and collaboration of services related to HIV/AIDS, infectious diseases and other chronic illnesses to the multicultural faith based communities of Palm Beach County and the state of Florida.

- B. To operate exclusively in any other manner for such religious, charitable and education purposes as will qualify it as an exempt organization under section 501 (c) (3) of internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as a tax exempt organization under the Internal revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V **MEMBERSHIP**

- A. This corporation shall be authorized to issue membership certificates as may be determined in its Bylaws.
- B. All certificates issued by the corporation shall contain a membership on the face thereof that it is a nonprofit corporation. Such certificates are restricted in the manner described in the Bylaws or any agreement.
- C. Except as otherwise prescribed by Florida law, each membership shall entitle the holder thereof to one vote.

ARTICLE VI **MANAGEMENT OF CORPORATE AFFAIRS**

- A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three persons. The number of Directors of the corporation shall be twenty(20) provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all time thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualifications of the successors in office. Annual meeting shall be held at 3900 Broadway, West palm beach, Florida 33407 on October 1, of each year at 11:00am or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law

which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Law of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rev. Isaiah S. Clark, Jr.	1921 Hiltonia Circle West Palm Beach, FL 33407
Rev. Dr. M. Marshall Woodard, III	600 SW 8 th St Belle Glade, FL 33430
Rev. Emmanuel Jenkins	1233 45 th St. #C4 West Palm Beach, FL 33407
Rev. Horace McMillon	2002 A.E. Isaac Ave. West Palm Beach, FL 33407
Rev. James Ronald McFadden, Sr.	128 11 th St. Boca Raton, FL 33431
Rev. Alex Bess	1617 Silver Beach Rd. Riviera Beach, FL 33404
Rev. James Richard Harris	P.O. Box 167 Belle Glade, FL 33430
Rev. Robert Junior Hendley	1340 W. 30 th St. Riviera Beach, FL 33404
Rev. Frank Jefferson	1915 Spruce Ave. West Palm Beach, FL 33407
Rev. James Lofton	911 9 th St. West Palm Beach, FL 33401
Rev. Cornice Reid	2200 N. Australian Ave. West Palm Beach, FL 33407
Rev. James H. Russell	3345 Haverhill Rd. West Palm Beach, FL 33417

Rev. Nathan N. Sears

320 W. 32nd St.
Riviera Beach, FL 33404

Rev. Kenneth Toppin

14785 74th St. North
Loxahatchee, FL 33470

Rev. Burie Willie Williams

911 9th St.
West Palm Beach, FL 33401

Rev. Joseph B. Tyson

2006 A.E. Issac Ave.
West Palm Beach, FL 33407

B. Corporate Officers. The Board of Directors shall elect the following officers: President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, and such other officers as the By-Laws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>NAMES</u>	<u>ADDRESS</u>
PRESIDENT	Rev. Isaiah S. Clark, Jr. 1921 Hiltonia Circle West Palm Beach, FL 33407
1 ST VICE PRESIDENT	Rev. Dr. M. Marshall Woodard, III 600 SW 8 th St BelleGlade, FL 33430
2 ND VICE PRESIDENT	Rev. Emmanuel Jenkins 1233 45 th St. #C4 West Palm Beach, FL 33407
SECRETARY	Rev. Horace McMillon 2002 A.E. Isaac Ave. West Palm Beach, FL 33407
TREASURER	Rev. James Ronald McFadden, Sr. 128 11 th St. Boca Raton, FL 33431

ARTICLE VII

EARNING AND ACTIVITIES OF CORPORATION

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
- B. No substantial part of the activities of the corporation shall be used for the carrying on or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution

- of statements) any political campaign on behalf of any candidate for public office.
- C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of the Internal Revenue Law) or (b) by a corporation, contributions to Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

ARTICLE VIII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the By-Laws for this corporation.

ARTICLE X

SUBSCRIBERS

The names and residence address of the Subscribers of this corporation are as follows:

PRESIDENT

Rev. Isaiah S. Clark, Jr.

1921 Hiltonia Circle
West Palm Beach, FL 33407

1ST VICE PRESIDENT

Rev. Dr. M. Marshall Woodard, III

600 SW 8th St
BelleGlade, FL 33430

2ND VICE PRESIDENT

Rev. Emmanuel Jenkins

1233 45th St. #C4
West Palm Beach, FL 33407

SECRETARY

Rev. Horace McMillon

2002 A.E. Isaac Ave.
West Palm Beach, FL 33407

TREASURER

Rev. James Ronald McFadden, Sr.

128 11th St.
Boca Raton, FL 33431

ARTICLE XI **AMENDMENT OF BY-LAW**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not For Profit Law of the State of Florida, concerning corporation action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII **DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII **REGISTERED AGENT AND OFFICE**

The address of the corporation's register office shall be 8039 Via Hacienda, Palm Beach Gardens, Florida 33418 and the name of its registered agent as said address shall be Charles A. Falana.

ARTICLE XIV **AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Law of this corporation.

We the undersigned, being the Subscribers and Incorporators of this corporation,
for the purpose of forming this nonprofit corporation under the laws of the State of
Florida, have executed these Articles of Incorporation, this 14th day of
August 2002.

WITNESSED BY:

x Julia J Smith

x Raymond McLean
Subscriber

x Dr. M. Marshall Woodard III

x Raymond McLean
Subscriber

Julia J Smith

x Dr. M. Marshall Woodard III
Subscribers

Julia J Smith

x Elder Holger M. M. U...
Subscriber

Julia J Smith

x Rev. R. Mc S...
Subscribers

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

BEFORE ME, the undersigned authority, personally appeared Rev. Isaiah S. Clark, Jr., Rev. Dr. M. Marshall Woodard, III, Rev. Emmanuel Jenkins, Rev. Horace McMillon, Rev. J.R. McFadden, Sr. to me known to be the persons who executed the foregoing Articles of incorporation and they acknowledge to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

14th day of August, 2002

Seal

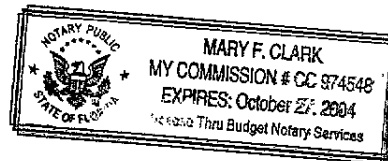
Mary F. Clark

Mary F. Clark

Printed name

Notary Public

My commission Expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 African-America HIV/AIDSn Council of Palm Beach County, Inc.
2. The name and address of the registered agent and office are:

Charles A. Falana
8039 Via Hacienda
Palm Beach Gardens, Florida 33418

Dated this 14th day of August, 2002

Rev. Isaiah S. Clark, Jr.

Rev. Isaiah S. Clark, Jr. Incorporator

x Dr. M. Marshall Woodard, III

Rev. Dr. M. Marshall Woodard, III Incorporator

Rev. Emmanuel Jenkins

Rev. Emmanuel Jenkins Incorporator

Having been named as Registered Agent and to accept service of process for the above state 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.

Charles A. Falana

Charles A. Falana

Dated: 8/14/02