

No 2000008236

Deborah Henry
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St. Rita Scholarship Fund
(Business Entity Name)

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ARTICLES OF INCORPORATION

ARTICLE I

The name of this corporation shall be the St. Rilla Scholarship Fund, Inc., hereinafter referred to as the "St. Rilla Scholarship Fund." *INC*

ARTICLE II

The mission of the St. Rilla Scholarship Fund *is* to assist the youth members of St. Rilla Missionary Baptist Church with financial aid to attend an accredited College, University or Trade School.

The purpose for which the corporation is organized are exclusively charitable, and educational within the meaning of sections 501 ©(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be conducted by an organization exempt from Federal Income Tax under section 501 © (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III

OFFICE

The principal office of the St. Rilla Scholarship Fund *shall* be 13 Barrington Road, Monticello, Florida 32344.

ARTICLE IV

MEMBERS

1. Admission: Any contributor of money to the St. Rilla Scholarship Fund in an amount of not less than \$5.00 (Student Membership) shall be admitted to membership unless the contribution shall be declined by the Board of Directors or Executive Committee and returned to the contributor within thirty (30) days after receipt. If a contribution in-kind of a value required for maintenance of membership is accepted by the Board of Directors or Executive Board, the contributor shall be admitted to membership.
2. Term: Memberships: shall be for the calendar year, and contributions shall be credited to memberships for the year in which the contribution is received unless stated otherwise. The rights of the members are to attend the annual meeting, elect directors, and vote on all proposals presented at the annual meeting. The

obligation of members are to pay annual dues, and assist in the member's area with fundraising for the St. Rilla Scholarship Fund.

3. Termination: A membership, shall be terminated by failure of the member to make a contribution to the Scholarship Fund within a calendar year in an amount required for maintenance of membership. A member whose membership has been terminated in this manner will be readmitted to membership upon the making of a subsequent contribution in an amount required for maintenance of membership.
4. Removal: A member of the St. Rilla Scholarship Fund may be expelled at an time by concurrence of a majority of all directors of the Scholarship Fund; provided, that before his/her membership shall cease against his/her consent member shall be given an opportunity to be heard.

ARTICLE V

MEETINGS OF MEMBERS

1. Annual meeting: There shall be an annual meeting of the members of the St. Rilla Scholarship Fund for the purpose of electing directors and transacting any other business of the members. The annual meeting shall be held during the months of October – December. The annual meeting shall be held at a time and place determined by the Chairman of the Board with the approval of the Executive Board; if the Chairman of the Board has not caused notice to be given prior to September 1 in any year of the annual meeting to be held in that year, the annual meeting may be called by the Executive Board.
2. Special Meeting: Special meetings shall be held whenever called by the Chairman of the Board, or by one-third of the directors, or by the Executive Board.
3. Notice: Notice shall indicate whether the meeting is the annual meeting or a special meeting, and notice of a special meeting shall state in general terms the nature of the business to be transacted. The notice may be included in publication of the St. Rilla Scholarship Fund but must also be mailed to each member.
4. Quorum: A quorum shall be one-third of the active members. If at any meeting there shall be less than a quorum, a majority of those present may adjourn the meeting from time to time and place to place until a quorum is present.
5. Voting: Each member of the St. Rilla Scholarship Fund shall have the right to cast one vote upon each proposal presented at any meeting of the general membership. There shall be voting by proxy for election of the general membership. There shall be voting by proxy for constitutional amendments. A person designated in writing by the officers of the corporate member or entity other than a person.
6. Order of Business: The Executive Board shall determine the order of business for the meetings of the membership.

ARTICLE VI

BOARD OF DIRECTORS: EXECUTIVE BOARD

1. **Membership:** A board of not more than 10 directors, of whom shall be a member of the St. Rilla Scholarship Fund at the time of taking office but who need not be a member at the time of election, shall manage the affairs of the St. Rilla Scholarship Fund.
2. **Term:** Each director shall hold office for the term for which he/she is elected or until he is removed in the manner elsewhere provided. Directors shall be elected at the annual meeting of members for a term, which shall expire at the annual meeting of members in the fourth year following election, or at the time his successor is elected and qualified. A director may be elected to succeed himself/herself.
3. **Election:** Election of directors shall be conducted in the following manner.
 - 3.1 The election shall be held at the annual members' meeting.
 - 3.2 The Chairman of the Board shall appoint a Nominating Committee from among the Board of Directors of the St. Rilla Scholarship Fund consisting of officers or members of the Scholarship Fund. These members shall nominate/present at least five (5) names for consideration before the meeting. The entire committee would then vote on the necessary position to be filled. Such nominations shall be submitted to the members with the notice of the annual meeting. A nominating petition, signed by at least five members, to be filed with the Secretary not less than five days prior to the meeting, shall support each such nomination.
 - 3.3 The election shall be by ballot, each person voting being entitled to cast his vote for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.
 - 3.4 Vacancies on the Board of Directors may be filled for the un-expired terms by appointment by the Executive Board or by election by the members at the annual meeting.
4. **Resignation:** The Executive Board may accept the resignation of director.
5. **Removal:** A director may be removed for cause at any time by concurrence of a majority of all directors of the St. Rilla Scholarship Fund; provided, before he/she is removed his consent he/she shall be given an opportunity to be heard.
6. **Meetings:**
 - 6.1 **Organization Meeting:** Within thirty (30) days after the annual membership meeting, the newly constituted Board of Directors shall convene for the purpose of electing officers and to act on any business before the board.
 - 6.2 **Regular Meetings** of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors. Actions of the Board of Directors may be taken by the execution of a document describing the action by all members of the Board of Directors as permitted by law.

- 6.3 Special Meetings of the directors may be called by the Chairman of the Board, by the Secretary at the written request of one-third of the directors or by a majority of the Executive Board. The date of such meeting shall be no later than two weeks after the receipt of such request by the secretary.
 - 6.4 Notice: (a) Notice of regular meetings of the Board of Directors shall be given to each director personally or by mail, telephone or telegraph or (e-mail) at least seven days prior to the day named for such meeting. (b) Notice of special meetings shall state the nature of the business to be transacted. Any director may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of the notice.
 - 6.5 Quorum: A quorum at the directors meeting shall consist of 1/3 or more of the members of the Board of Directors.
 - 6.6 Adjourned Meetings: If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time and place to place until a quorum is present.
 - 6.7 Presiding Officer: The presiding officer of directors' meeting shall be the Chairman of the Board. In the absence of the Chairman of the Board, the Chair Elect shall preside. In the absence of both of the above, the Board of Directors shall select the Secretary or Treasurer as the presiding officer.
7. Powers and Duties of the Board of Directors: All of the powers and duties of St. Rilla Scholarship Fund existing under the statutes of the State of Florida, the Articles of Incorporation of the St. Rilla Scholarship Fund and these By-laws shall be exercised by the Board of Directors.

ARTICLE VII

EXECUTIVE BOARD

- 1. Membership: The Executive Board shall consist of the following officers: President, Vice President; Secretary; Treasurer and Executive Director (non-voting).
- 2. Powers: The Executive Board shall manage the affairs of the St. Rilla Scholarship Fund between meetings of the Board of Directors, subject to these By-Laws and the policies and direction of the board. The Executive Board shall be responsible for the observance of policies and administration of programs approved by the Board of Directors.
- 3. Meetings:
 - 3.1 (a) Regular meeting of the Executive Board may be held at such time and place as shall be determined from time to time by a majority of the committee.
 - (b) Special meetings of the Executive Board may be called by the Chairman of the Board. The Secretary, upon written request of a majority of the Executive Board, shall send notice of a special meeting no later than five days after the receipt of such request unless a later date is state in the request.

3.2 (a) Notice of regular meetings of the Executive Board shall be given to each member of the committee personally or by mail, telephone or e-mail, at least three days prior to the day named for such meeting.

(b) Notice of special meetings shall state the principal purpose of the meeting, but such notice shall not limit the nature of the business to be transacted. Any member of the Executive Board may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.

3.3 A quorum shall consist of a majority of the Executive Board membership.

(a) An action of the Executive Board Committee may be taken by the execution of a document describing the action by all committee members as permitted by law.

ARTICLE VIII

OFFICERS

1. Officers: The officers of St. Rilla Scholarship Fund shall be a Chairman of the Board; Vice President; Secretary; Treasurer; if elected, President; and other officers that may be deemed necessary by the Board of Directors. The officers, except the President, shall serve for an annual term beginning after their election by the Board of Directors at the annual meeting.

2. Chairman of the Board: The Chairman of the Board shall serve as Chairman of the Executive Board and shall have other powers and duties appropriate to the office. The Chairman of the Board shall appoint chairs of standing committees and may also appoint the appropriate chair of such special committees as deemed necessary to assist in the conduct of affairs of St. Rilla Scholarship Fund Committee.

3. Vice Chair: The Vice Chair in the absence of the Chairman of the Board shall exercise the powers and duties of the Chairman. The Vice Chair shall assist the Chairman generally and shall exercise other duties as prescribed by the Board of Directors. The Vice Chair shall assume the chairmanship upon the resignation or removal from office of the Chairman.

4. Executive Director: The Executive Director shall serve as the chief executive officer of St. Rilla Scholarship Fund Committee and is responsible to the Executive Board for all Scholarship Fund programs, as well as policies, procedures and mandates adopted by the Board of Directors. The Ex-Director and Treasurer of St. Rilla Scholarship Fund Committee will maintain custody of all assets of St. Rilla Scholarship Fund, including monies, bank accounts, stocks, bonds, titles, deeds and evidences of indebtedness. The Executive Director or the treasurer is authorized to execute on behalf of St. Rilla Scholarship Fund checks, deposits, stocks, bonds and titles. The execution of a deed or issuance of a mortgage requires a special resolution of the Executive Committee. The Executive Director shall make such reports on the management of St. Rilla Scholarship Fund Committee. The Executive Director shall make such reports on the management of St. Rilla Scholarship Fund Committee business and financial

affairs as the Board of Directors or Executive Board direct and he/she shall dispense funds in accordance with rules adopted by the Board of Directors.

5. Secretary: A secretary shall perform any and all duties normally accorded to a secretary including the taking of minutes and notice of meetings.

6. Treasurer: The Treasurer shall be the chief financial officer of St. Rilla Scholarship Fund Committee and shall be the Chairman of the Finance and Investment Committee.

7. Compensation: All officers and employees of the St. Rilla Scholarship Fund are intended to be unpaid volunteers; however, any compensation if determined appropriate, shall be determined by and fixed by the Executive Board Committee with board approval.

Article IX

Finances

1. Depositories: The monies of St. Rilla Scholarship Fund Committee shall be deposited in the name of the St. Rilla Scholarship Fund Committee in such banks, trust companies and savings and loan associations whose deposits or share accounts are insured by a corporation created by the federal government or by an instrumentality of the federal government, which depositories shall be designated from time to time by the Executive Committee. With-drawl of monies from such accounts shall be only by checks signed by such persons as are authorized by the Board of Directors and limited to at least (2) members of the Executive Board with the Executive Director always being one such member.

2. Safekeeping: The investment of St. Rilla Scholarship Fund, is included but not limited to stocks, bonds and evidences of indebtedness, shall be kept in safekeeping by the Treasurer only in such places and under such security as shall be approved by the Board of Directors or Executive Board.

3. Audit: An audit of the accounts and funds of St. Rilla Scholarship Fund shall be made annually by a certified public accountant as needed. A copy of each audit report shall be furnished to each director.

4. Fidelity Bonds: Fidelity Bonds shall be required for all persons handling or responsible for St. Rilla Scholarship Fund funds or investments. The Executive Board shall approve the amount and form of such bonds and the companies issuing such bonds, and the premiums shall be an expense of the St. Rilla Scholarship Fund Committee.

5. Budgetary Control: All expenditures of funds shall be in accordance with sound business practices and provide for funds contributed for designated purposes to be expended for such purposes upon approval of the Executive Board.

ARTICLE X

INVESTMENTS

The Treasurer, when directed by the Executive Board, shall sell securities owned by the Scholarship Committee. The Treasurer as directed by the Executive Board shall invest available amounts in the checking and savings accounts from time to time.

ARTICLE XI

BOOKS AND RECORDS

1. The books, accounts and records of the Scholarship Fund except as may be otherwise required by the laws of the State of Florida, shall be kept at Scholarship Headquarters in Florida, or at such places as the Executive Board may from time to time designate, they shall be open to inspection by the regular members of Scholarship Fund at all times unless the Executive Board, by resolution, designates particular times for such inspection. The Executive Director shall keep such books, accounts, and records.
2. The fiscal year of the Scholarship Fund shall end on December 31 of each year.

ARTICLE XII

NOTICES

1. Whenever the provisions of the statutes, Scholarship Fund Charter or these By-Laws require notice to be given to any director, officer or member, such notice may be given in writing by depositing the same in a Post Office or letter box in a postpaid sealed envelope, addressed to such director, officer or member at his or her address as the same appears in the records of St. Rilla Scholarship Fund Committee publishing such notice in an official publication of the Scholarship Fund Committee.
2. A written waiver of any notice, signed by a director, officer or member, whether before or after the time stated in said waiver for holding a meeting, shall be deemed equivalent to a notice required to be given to such director, officer or member.

ARTICLE XIII

ASSETS OF ST. RILLA SCHOLARSHIP FUND AND NET PROFITS USED SOLELY FOR CHARITABLE PURPOSES

The assets (which term includes its property, franchises, rights, interests, and privileges of every kind and nature) and net profits of St. Rilla Scholarship Fund shall be used solely and only for the charitable, and educational purposes set forth in its charter, and no part of its assets or net profits shall ever inure to the benefit or become the property of any of its incorporators, officers and members, except that its incorporators, officers and members may be reimbursed for any advances made by them for the benefit of the St. Rilla Scholarship Fund, and an officer may receive a reasonable salary for services actually rendered to the Scholarship Fund Committee, but then only after such salary is authorized by the Executive Board. Upon dissolution of the Scholarship Fund, all assets and net profits of the Committee shall be paid out and distributed for the charitable, and educational purposes set forth in its charter, and no part of the assets or net profits shall be distributed to or become the property of any incorporator, officer, or member of the Committee. All contributions made to and received by the Committee shall be upon the terms and conditions set out in this By-Law.

ARTICLE XIV

ROBERT'S RULE OF ORDER

On all questions of parliamentary law, the current edition of "Robert's Rules of Order" shall be the authority.

ARTICLE XV

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY LAWS

The articles of Incorporation may be amended by a resolution adopted by a two-thirds majority vote of a quorum of the directors of St. Rilla Scholarship Fund at any regular meeting of the Board, and filing of the resolution and other required documents with the Secretary of State. The By-Laws of Friends may be amended by a majority vote of the directors of St. Rilla Scholarship Fund Committee at any regular or special meeting of the Board, PROVIDED that a copy of the proposed amendment shall have been mailed to each director at least twenty (20) days before such amendment of the Articles of Incorporation and By-Laws is voted upon.

The Executive Board of the St. Rilla Scholarship Fund shall at all times keep in the office of the Scholarship Committee a true and correct copy of the By-Laws.

ARTICLE XVI

IDEMNIFICATION

St. Rilla Scholarship Fund Committee shall indemnify its officers and directors and any former officers and directors who were or are parties, or are threatened by any suit, action, or proceeding to which they are made parties by reason of being or having been directors or officers, against all expensed (including attorney's fees), judgments, fines and amounts actually and reasonably incurred by them in connection with such proceedings, including any appeal, if they acted in good faith, with the care an ordinary prudent person in like position would exercise under similar circumstances, and in a manner reasonable believed to be in the best interest of the Scholarship Committee. However, no such indemnification shall be made with respect to any claim, issue or action if a judgment or final adjudication establishes that their actions, or omissions to act, were material to the cause of action and constitute a fact or circumstance which would negate the director's immunity from civil liability and under Section 617.0834, Florida Statutes.

ARTICLE XVII

INCORPORATING OFFICERS

President	Deborah Henry 4636 Gamble Road Monticello, FL 32344
Vice President	Margaret Williams 2249 Lloyd Creek Road Monticello, FL 32344
Secretary	Sharon Chrishon-Randolph 5507 Barrington Road Monticello, FL 32344
Treasurer	Evelyn Minton 2247 Lloyd Creek Road Monticello, FL 32344

ARTICLE XVIII

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida Street address of the registered agent is:

Deborah B. Henry
4636 Gamble Road
Monticello, FL 32344

ARTICLE XIX

The name and address of the Incorporator is:

James Mack
147 Pinewoods Road
Monticello, FL 32344

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Heberah Henry
Signature/Registered Agent

10-20-02
Date

James F. Moch
Signature/Incorporator

10/20/02
Date

**CERTIFICATE OF DESIGNATION OF
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: St Rita Scholarship Fund

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

Deborah B. Henry
(NAME)
4636 Gamble Rd
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)
Monticello Fla 32344
(CITY/STATE/ZIP)

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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.

Deborah B. Henry 10/28/02
(SIGNATURE) (DATE)