

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(April Harley)

FLORIDA NON-PROFIT CORPORATION

BETHEL A.M.E. HUMAN SERVICES AND EDUCATION FOUNDATIO

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ARTICLES OF INCORPORATION

OF

**BETHEL A.M.E. HUMAN SERVICES AND
EDUCATION FOUNDATION, INC.**

2003 JUL 14 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned hereby associate themselves to form a not-for-profit corporation for scientific, educational and charitable purposes under the provisions of Chapter 617 of the Florida Statutes, and for these purposes they adopt the following Articles of Incorporation.

ARTICLE I

CORPORATE NAME AND DURATION

1. The name of the corporation shall be BETHEL A.M.E. HUMAN SERVICES AND EDUCATION FOUNDATION, INC.
2. The corporate existence of this corporation shall be perpetual unless dissolved by law.
3. The principal office and mailing address of the corporation shall be located at: 912 Third Avenue North, St. Petersburg, Florida 33705

ARTICLE II

PURPOSE

The general nature of the object of the Foundation is to provide charitable and educational aid in the form of money, and other forms of property and services to worthy members and entities in the community, their successors and assigns, and persons, associations, and corporations associated therewith; to promote human services, education and other related activities of the said organization; to encourage research, learning and dissemination of information in which the said organization is carrying on activities.

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ARTICLE III
POWERS AND EXEMPT PURPOSE

1. To solicit, receive, and hold by gift, bequest, devise, grant, and to acquire by purchase, lease, exchange or otherwise, property, both real and personal, either as absolute owner or as trustee thereof, and to manage and administer the same.

2. To act and perform the duties of trustee or to act in any other fiduciary capacity under any deed or trust, will codicil, agreement, whether oral or written, or other instrument incidental to and for the purpose of carrying out any lawful purpose of the foundation and to obligate itself to perform and execute any and all such conditions and trusts.

3. To make contributions, grants, gifts, and transfers of property, both real and personal, either outright or in trust, to or for the benefit of the worthy members and entities in the community, or to or the benefit of other organizations which are tax exempt organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code of the United States of America, or acts amendatory thereof of supplementary thereto.

4. In general to do and perform all things necessary and to have all powers necessary and provided under Chapter 617 of the Florida Statutes, needful or desirable to encourage, promote and provide with funds obtained as opportunities to worthy members and entities in the community and to serve educational needs of students residing primarily in the State of Florida. The Board of Directors of the Foundation shall have full power to modify the conditions and regulations under which any funds received shall be spent, so as to secure the application of funds in the best manner adapted to the conditions of the time and to the needs of worthy members and entities in the community, provided however, that the transactions of the corporation shall at all times be related to the general purposes included in the previous sections.

5. No substantial part of the activities of this corporation shall be for carrying on propaganda, or otherwise attempting to influence legislation; nor shall the corporation participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office, nor shall this corporation engage in any transactions, accumulate any funds, or any other activities prohibited to tax-exempt charitable, scientific and educational organizations at that time by the internal revenue laws and other laws of the United States of America, or any laws of the State of Florida or any other state or country where such activities of this corporation are conducted.

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6. No part of the net earnings of this corporation shall inure to the benefit of any director, officer or private individual except as reasonable compensation for services rendered, goods received, and any other property or valuable thing which may be acquired by the corporation for the accomplishment of its purposes. No dividend shall ever be declared or paid by this corporation.

ARTICLE IV
MEMBERS

The membership of this corporation shall be neither less than five (5) nor more than thirty (30), and the original incorporators shall be the first members. Existing members may elect others members and may fill vacancies caused by deaths, resignations, and other causes.

ARTICLE V
REGISTERED AGENT AND OFFICE

The address, including street number, of the registered office of the Corporation is 912 Third Avenue North, St. Petersburg, FL 33705. The name of the initial registered agent of the Corporation at such address is Ricardo A. Davis.

ARTICLE VI
INCORPORATORS

The names and places of residence of the subscribers and incorporators who are to serve as the initial directors are as follows:

- | | |
|-----------------------|--|
| Rev. Roosevelt Hardy | 2415 E. 21st Avenue
Tampa, FL 33605 |
| Archie Nelson | 2035 25th Street South
St. Petersburg, FL 33712 |
| Linnell Baker | 5710 6th Avenue North #311
St. Petersburg, FL 33705 |
| Alva Osburne | 2199 Anastasia Way South
St. Petersburg, FL 33712 |
| Willie B. Felton, Jr. | 6732 18th Street South |

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	St. Petersburg, FL 33712
George E. Banks	4097 40th Street South St. Petersburg, FL 33711
Ricardo A. Davis	5830 28th Street South St. Petersburg, FL 33712
Louis D. Brown, Jr.	3767 30th Avenue South St. Petersburg, FL 33711

ARTICLE VII

MANAGEMENT OF CORPORATE AFFAIRS

The affairs and business of the corporation shall be conducted by a Board of Directors of the Foundation of not less than three (3) members nor more than thirty (30) members, the exact number of which shall be fixed by the Board of Directors, one of whom shall be elected President and another Vice-President.

Pursuant to Florida Statute 617.0806, Directors may be divided into classes and the terms of office of the several classes need not be uniform. Each director shall hold office for the term to which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation, removal from office, or death.

The Board of Directors shall also elect a Secretary and Treasurer. The first Board of Directors of the Foundation shall be elected by the incorporators of the corporation, at such time and place and in such manner as may be directed by the Chairman and the temporary Board of Directors of the Foundation, and thereafter in accordance with the provisions set out in the By-laws. In the event of a vacancy on the Board by reason of death, resignation, or termination, the Board shall be authorized to fill such vacancy.

ARTICLE VIII

BOARD OF DIRECTORS

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The names and members of the Board of Directors of the Foundation and of the officers of the corporation who shall manage the business of this corporation until the first election is held and the positions are filled are as follows:

Rev. Roosevelt Hardy	2415 E. 21st Avenue Tampa, FL 33605
Archie Nelson	2035 25th Street South St. Petersburg, FL 33712
Linnell Baker	5710 6th Avenue North #311 St. Petersburg, FL 33705
Alva Osburne	2199 Anastasia Way South St. Petersburg, FL 33712
Willie B. Felton, Jr.	6732 18th Street South St. Petersburg, FL 33712
George E. Banks	4097 40th Street South St. Petersburg, FL 33711
Ricardo A. Davis	5830 28th Street South St. Petersburg, FL 33712
Patricia Wright	4360 20th Avenue North St. Petersburg FL 33713
Louis D. Brown, Jr.	3767 30th Avenue South St. Petersburg, FL 33711

ARTICLE IX
AMENDMENT OF BYLAWS

The By-laws of the corporation shall be made, altered or rescinded by a majority vote of the Board of Directors of the Foundation.

ARTICLE X
AMENDMENT OF ARTICLES

These articles of incorporation can be amended by the directors at the regular annual meeting or at a special Board meeting called for that purpose. Such action shall be effected upon filing same with the Secretary of State of the State of Florida, or as otherwise provided by law.

ARTICLE XI
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every person who is or has been a director or officer of this corporation shall be indemnified and held harmless by the corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him in connection with or arising out of any claim, action, suit or proceeding in which he may be involved by reason of his being or having been a director or officer of this corporation whether or not he continues to be a director or officer at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, attorney fees and amounts of judgments against and amounts paid to the corporation itself; provided, however, that no such director or officer shall be so indemnified: (1) with respect to any matter as to which such director or officer shall, in any such action, suit or proceeding be finally adjudged to be liable for actual misconduct in the performance of his duties as a director or officer and that the entire cost of such settlement will not substantially exceed the estimated cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such director or officer may be entitled as a matter of law.

ARTICLE XII
CAPITAL STOCK

The Foundation shall have no capital stock, and no director or official shall have any right or title to any asset of the Foundation.

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ARTICLE XIII
EXEMPTION OF DIRECTORS AND OFFICERS FROM
PERSONAL LIABILITY

The private property of all directors and officers of this corporation shall be wholly exempt from liability for any and all debts, obligations and liabilities of this corporation.

ARTICLE XIV
DISSOLUTION

(1) The Members shall have the irrevocable power and authority by majority vote at any regular called meeting of said Board to unilaterally cause the dissolution of this corporation.

(2) Upon the dissolution of the Foundation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed for the exclusive use and benefit of worthy members and entities in the community, or any organization which qualifies as a tax-exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of the United States of America or acts amendatory thereof or supplementary thereto. Upon dissolution of the Foundation, none of the assets shall be distributed to any member, director or officer of the Foundation.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of the corporation, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 2nd day of July, 2003.

Rev. Roosevelt Hardy
Rev. Roosevelt Hardy

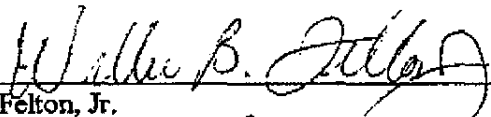
Archibald Nelson
Archibald Nelson

Linnell Baker
Linnell Baker

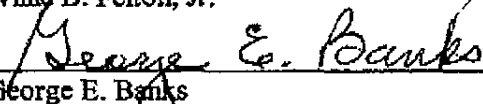
Alva Osburne
Alva Osburne

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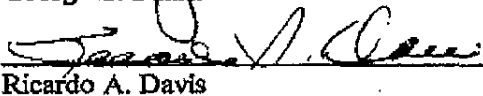
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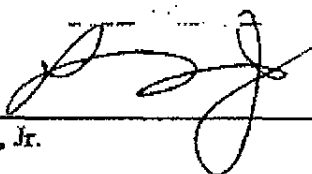
Willie B. Felton, Jr.



George E. Banks

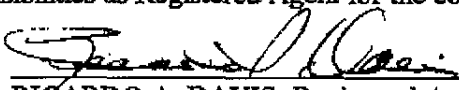


Ricardo A. Davis



Louis D. Brown, Jr.

I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.



RICARDO A. DAVIS, Registered Agent

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