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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SOUTH DADE PIONEERS HISTORICAL RESEARCH AND EDUCATION CENTER, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

TO: THE HONORABLE SECRETARY OF STATE OF FLORIDA

The undersigned, acting as the incorporators of a corporation pursuant to Chapter 617, Florida Statutes as amended, adopts the following Articles of Incorporation for such corporation.

ARTICLE I: NAME

The name of the Corporation shall be SOUTH DADE PIONEERS HISTORICAL RESEARCH AND EDUCATIONAL CENTER, INC. Hereinafter called the "Corporation."

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is, 10851 SW 222nd Street, Miami, Florida 33170.

ARTICLE III: PURPOSES

The purposes for which the Corporation is organized are to operate exclusively for any charitable, educational, cultural, and scientific purposes and activities for which a Not For Profit Corporation may be organized and operated as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or corresponding provision of any future United States Internal Revenue Code.

Specifically: To compile and disseminate information on the settlers of Historical Communities located in Southern Miami-Dade County. Once compiled, the information will be stored and displayed in a center created and operated by the Corporation. The center will be used to:

1. To actively involve residents in the South Dade area to identify study and discuss specific problems contributing to a negative image, by planning and implementing measurable solutions to problems as identified.
2. To collect, document, preserve, exhibit, historical items and information of South Dade Residents.
3. To set priorities and establish a five year time frame to review the performance and progress of the Corporation.
4. The services of the Center will be provided free or a reduced cost to all low-income residents.
5. The access to the Center will be free, or at a minimal contribution to maintain staff and pay expenses if grants cannot be obtained.

ARTICLE IV: MANNER OF ELECTION OF DIRECTORS

The manner in which the Directors are elected in the manner and hold office for such terms as provided by the By-Laws.

ARTICLE V: LIMITATIONS OF CORPORATE POWERS

The Corporate powers of this Corporation are as provided in Section 617.0302 of Florida Statutes, except as limited as follows:

- (a) This Corporation is organized and shall be operated exclusively for the purpose contained in Article IV of these Articles of Incorporation.
- (b) No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member director, or officer of the Corporation, or any other private individual in such fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) of the Code. However, reimbursement for expenditures of the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income.
- (c) In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director, or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds. The balance of all money and other property

received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, as provided by law, exclusively for the purposes within those hereinabove set forth and within the intent of Section 501©(3) of the Code and its Regulations as the same now exists or as they may be hereafter be amended from time to time.

ARTICLE VI: INITIAL REGISTERED AGENT

1. The initial Registered Agent of this Corporation shall be GLADYS LEE BRISCOE.
2. The initial Registered Office shall be 21811 SW 118th Court Goulds, Florida 33170.

ARTICLE VII: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE VIII: QUALIFICATION OF MEMBERS

The initial members of this Corporation shall consist of the Board of Directors. Persons, who shall be interested in furthering the purposes of the Corporations through participation in the activities of the Corporation, shall be eligible for membership in accordance with the terms and provisions of the By-Laws.

ARTICLE IX: DIRECTORS

- Section 1.** The initial Board of Directors shall consist of three (3) directors appointed by the incorporators. The number of Directors and their terms of office shall be in accordance with the By-Laws, but shall never be less than three (3) or less than one (1) year.
- Section 2.** The future members of the Board of Directors shall be elected in the manner and hold office for such terms as the By-Laws provide.
- Section 3.** The Board of Directors shall hold meetings at such time and place the By-Laws may prescribe.

ARTICLE X: OFFICERS

- Section 1.** The affairs of the Corporation are to be managed by an Executive Director, Secretary, Treasurer, and such other officers or assistant officers as may be necessary. Any two or more offices may be held by the same person.
- Section 2.** The officers shall be elected annually by the Board of Directors at such time and in such manner as provided in the By-Laws.

ARTICLE XI: AMENDMENT

Amendments to these Articles of Incorporation may be proposed by any member and must be adopted by a majority vote of the regular members present at any regular meeting of the membership or at any special meeting called for that purpose.

ARTICLE XII: ADOPTION AND AMENDMENT OF BY-LAWS

The By-Laws may be adopted, amended, altered, or rescinded by a majority vote of the Board of Directors at any special meeting of the Directors called for that purpose. Any such adoption, amendment, alteration, or rescission must be passed by a 2/3 majority of board members. The members may rescind any change to the By-Laws passed by the board of directors, or initiate any adoption and or change to the by-laws as provided for in the by-laws and Florida Statutes 617.01011 et seq..

ARTICLE XIII: MEETING OF MEMBERS

- Section 1.** The annual meeting of members for the election of the Board of Directors shall be held at such time and in such manner as the By-Laws shall provide.
- Section 2.** The Corporation may provide in its By-Laws for regular meetings and special meetings of members, in addition to the annual meeting of members, and for due notice of all meetings of members.
- Section 3.** Twenty-five percent of members shall constitute a quorum for holding of any meeting of members.

ARTICLE XIV: DISSOLUTION AND LIQUIDATION

This Corporation may be dissolved by the Board of Directors by two-thirds vote of the members present at a meeting held for such purposes. Upon the dissolution of the Corporation, the Board of Directors shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the of the Corporations exclusively for purpose or purposes not inconsistent with the purposes for which the Corporation is organized.

ARTICLE XV: INCORPORATORS

The name(s) and the street address (es) of the incorporator(s) for these articles of incorporation is (are):

GLADYS LEE BRISCOE 21811 118TH COURT GOULDS, FL. 33170

EDWARD COHEN 19707 SW 118TH PLACE MIAMI, FL. 33177

LYDIA E. WALKER 10851 SW 222 STREET GOULDS FL. 33170

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 31st day of March 2004.

Gladys Lee Briscoe GLADYS LEE BRISCOE
Edward Cohen EDWARD COHEN
Lydia E. Walker LYDIA E. WALKER

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND REGISTERED
AGENT-WITH ACCEPTANCE OF APPOINTMENT BY AGENT.**

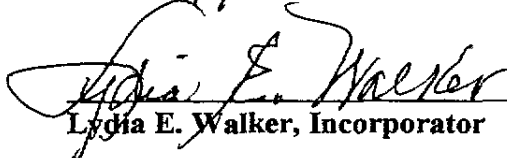
To: Department of State
Tallahassee, Florida

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

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned not for profit 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: **SOUTH DADE PIONEERS HISTORICAL
RESEARCH AND EDUCATIONAL CENTER, INC..**
2. The name and address of the registered agent and office are: **GLADYS LEE
BRISCOE, 21811 SW 118TH Court, Goulds, Florida 33170**

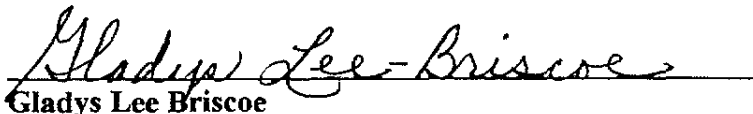
Dated: 4/28/04


Lydia E. Walker, Incorporator

AGENT'S ACCEPTANCE OF APPOINTMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated 4/28/04


Gladys Lee Briscoe

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