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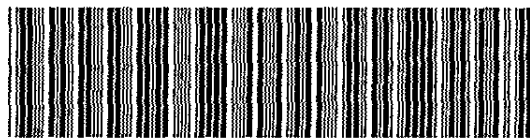
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04 JUN -1 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TSOG/02/04

TRANSMITTAL LETTER

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

SUBJECT: The Florida Diversity Council, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

ADDITIONAL COPY REQUIRED

FROM: CHERYL F. COLEMAN
Name (Printed or typed)

6804 BANKSIDE DRIVE
Address

HOUSTON, TX 77096
City, State & Zip

713-735-2182
Daytime Telephone number

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

ARTICLES OF INCORPORATION
OF
THE FLORIDA DIVERSITY COUNCIL, INC.

I, the undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of The Florida Diversity Council, Inc. (referred to as the "Corporation") under Chapter 617, F.S. Florida Not-For-Profit Corporation Act (referred to as the "ACT"):

ARTICLE 1
NAME

The name of the Corporation is The Florida Diversity Council, Inc.

ARTICLE 2
NONPROFIT CORPORATION

The principal place of business and mailing address of this Corporation is .The Corporation is a nonprofit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to the State of Florida or an organization exempt from taxes under Internal Revenue Code 501(c)(3).

ARTICLE 3
DURATION

The Corporation shall continue in perpetuity.

ARTICLE 4
PURPOSES

The purposes for which the Corporation is organized are to perform religious, charitable or educational activities within the meaning of Internal Revenue Code Section 501(c)(3).

ARTICLE 5
POWERS

Except as otherwise provided in these Articles, the Corporation shall have all the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to members, directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

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TALLAHASSEE, FLORIDA

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ARTICLE 6 RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its members, directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above.

The Corporation shall have not power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements of receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation of state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or, indirect campaign activities.
5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes. On dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt purposes.

**ARTICLE 7
MEMBERSHIP**

The Corporation shall have one or more classes of members as provided in the bylaws.

**ARTICLE 8
INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered office of the Corporation is:
Form-A-Corp, LLC.

The name of the initial registered agent at this office is:
100 Village Square Crossing, Suite 103
Palm Beach Gardens, Florida 33410

**ARTICLE 9
INITIAL BUSINESS OFFICE**

The address of the initial principal business office of the Corporation is hereby established as:

8351 Delphian Street
Universal City, Texas 78148

The Corporation may have additional business offices within the State of Florida.

**ARTICLE 10
BOARD OF DIRECTORS**

The management of the Corporation is vested in its Board of Directors and such committees of the Board that the Board may, from time to time, establish. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors shall be provided in the bylaws.

The initial Board of Directors shall consist of three (3) persons. The number of directors may be increased or decreased by adoption or amendment of the bylaws. The number of directors may not be less than three (3).

The initial Board of Directors shall consist of the following persons at the following addresses:

<u>Name & Title</u>	<u>Address</u>
Dennis Kennedy	San Antonio, TX
Freddie Kennedy	San Antonio, TX
Andrew Toscano	San Antonio, TX

**ARTICLE 11
MANNER OF ELECTION OF DIRECTORS AND/OR OFFICERS**

Vacancies other than those caused by an increase in the number of Directors shall be temporarily filled by majority vote of the remaining Directors, though less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until a successor is elected at a Member's meeting. Vacancies reducing the number of Directors to less than three shall be filled before the transaction of any other business.

ARTICLE 12 LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Florida.

ARTICLE 13 INDEMNIFICATION

The Corporation may indemnify a person who was, is or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Act governing indemnification. As provided in the bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the Corporation.

ARTICLE 14 CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 15 INCORPORATORS

The name and street address of the incorporator is Cheryl Coleman, 6304 Bankside Drive, Houston, Texas 77096.

ARTICLE 16 ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of directors or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by fewer than all of the directors or required persons, are delivered to the Corporation within 60 days after the date of the earliest-dated consent delivered to the Corporation. Delivery must be made by hand, or by certified registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent or an officer or agent having custody of books in which the relevant

proceedings are recorded. If delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action requires documents to be filed with the secretary of state, the filed documents will state that the written-consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a director or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the director or committee member.

I execute these Articles of Incorporation on 05/21/04

Cheryl F. Coleman
Cheryl F. Coleman, Incorporator

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.

Form-A-Corp LLC

By: Meryl Barnes (Meryl Barnes, Manager)
Registered Agent

05/21/04

Date