

N 0500000084

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

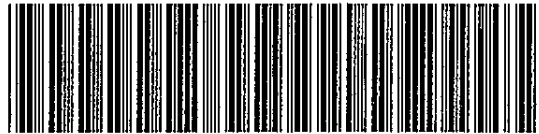
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000043701850

FILED
05 JUN -3 PM 1:19
CLERK OF STATE
TALLAHASSEE, FLORIDA

01/03/05--01005--006 **87.50

js

1-4

Please send the Certified Copy and Certificate of Status to the Registered Agent address listed below.

**Evangelist Mother Marie Montgomery
Registered Agent
121 NW Silas Glen
Lake City, FL. 32055**

Above address is also listed under Article VI of the attached Articles of Incorporation

05 JUN -3 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF CORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)
of
DOORWAY TO HOPE COMMUNITY DEVELOPMENT CORPORATION

Article I - Name

The name of the corporation shall be Doorway to Hope Community Development Corporation. The corporation is a corporation as defined in the Florida Not-for-profit corporation code.

Article II - Principal Office

The Principal place of business and mailing address of this corporation shall be located in Miami Dade County, State of Florida, mailing address of this corporation shall be 2445 NW 62nd Street, Miami Florida, 33147. Additional places of business shall be located in the counties of Columbia, Jefferson, Duval, Hillsborough, Orange and Marion located in the state of Florida.

Article III - Purpose

The purpose for which the corporation is organized is to provide relief, alleviation and deliverance of distress and oppression to the poor, homeless and underprivileged, to increase academic achievement for low performing, low-income, disadvantaged minority youths and to improve adult literacy in said same families, to reduce neighborhood tensions through programs to strengthen communities for the promotion of public good, to eliminate prejudice and discrimination and to combat community deterioration in Florida and elsewhere. To further these charitable and educational purposes, the corporation shall:

- A. plan and implement programs to provide social services to low-income individuals, including, but not limited to, special populations such as the at-risk-youth and the elderly.
- B. plan and implement job training programs and job placement programs and provide support services for low-income individuals including, but not limited to individuals such as inmates returning to society.
- C. plan and implement programs to provide increased access to capital and credit by minority-owned businesses in low-income communities.
- D. conducts any and all lawful activities that may be useful in accomplishing the forgoing purposes.
- E. plan and implement programs to increase academic skills for at-risk youths and to reduce adult literacy in our community.

FILED
CLERK OF STATE
TALLAHASSEE, FLORIDA

05 JUN - 3 PM 1:19

In furtherance of the foregoing purposes, the corporation shall have all the general powers enumerated in the Florida Not-for-profit Corporation Code. Such other powers as are now or hereafter permitted by law for a corporation organized for the foregoing purposes, including, without limitations, the powers to solicit grants and contributions for any corporate purposes and the power to maintain a fund or funds of real and/or personal property in furtherance of such purposes.

Notwithstanding any other provision of these articles, the corporation is organized exclusively for charitable and educational purposes and intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended (the "code") and, in connection therewith:

- a. The corporation is not formed for and shall not be conducted nor operated for pecuniary profit or financial gain, and no part of its assets, income, or profit shall be distributed to or inure to the benefit of any private individual or individuals, provided that nothing herein shall prevent the corporation from paying reasonable compensation to any person for services rendered to or for the corporation in furtherance of one or more of its purposes;
- b. No substantial part of the activities of the corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the code whether pursuant to an election under Section 501(h) or otherwise, and no part of the activities of the corporation shall be devoted to participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office; and
- c. The corporation shall not engage in or include among its purposes any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c) (3) of the code, as it may be amended.
- d. Upon the dissolution of this corporation, all of the assets and property of the corporation remaining after the proper payment of expenses and the satisfaction of all liabilities shall be distributed in accordance with Florida Not-for-Profit Corporation Code to such charitable and educational organizations as shall be exempt under Section 501(c) (3) of the code.

**Article IV Manner of Election
BY-LAWS**

The manners in which the directors are elected or appointed are as follows:

MEMBERS

Section 1. **Membership:** Membership shall be open to all persons interested in the purposes of the corporation. The Board of Directors of the corporation may establish such other criteria for membership, including a schedule of dues, as they deem appropriate.

Section 2. **Meetings:** The annual meeting of the members for the election of the Directors and Officers and for the transaction of such other business as may come before the members shall be held each year at the place (which may be either within or outside the State of Florida), time, date and month shall be established by the Board of Directors, or as may be determined by the CEO/Chairperson. Special meetings shall be held whenever called by resolution of the Board of Directors, the CEO/Chairperson, the Vice Chairperson, or by a written demand to the Secretary of ten percent of the members eligible to vote.

The Secretary upon receiving the written demand or resolution shall promptly give notice of such meeting as provided below, or if the Secretary fails to do so within five business days thereafter, any member signing such demand may give such notice.

Section 3. **Notice of Meetings:** Written notice of the place, date and hour of any meeting shall be given to each member entitled to vote at such meeting by mailing the notice by first class mail, postage prepaid, email, or by personal delivery, not less than ten nor more than fifty days before the date of the meeting. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting.

Section 4. **Quorum:** Adjournments of Meetings. At all meetings of the members, a majority of the members present in person or by proxy shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the members present in person or by proxy may adjourn the meeting. Notice of the new meeting is not required. The time and place for the new meeting is announced at the meeting at which the adjournment is taken and at the new meeting any business may be transacted that might have been transacted at the meeting as originally called.

Section 5. **Organization:** The CEO/Chairperson shall preside at all meetings of the members and the Vice Chairperson shall preside in the absence of the CEO/Chairperson. The secretary shall act as secretary at all meetings of the members, but in the absence of the secretary, the Assistant Secretary shall act as secretary of the meeting.

Section 6. **Voting:** At any meeting of the members, each member present, in person or by proxy, shall be entitled to one vote. Upon demand of any member, any vote for

directors or upon any question before the meeting shall be by ballot. The record eligibility of voting rights shall be by member before the date of the meeting.

Section 7. **Action by the Members:** Except as otherwise provided by statute or by these bylaws, any corporate action authorized by a majority of the votes cast at a meeting of members shall be the act of the members. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all of the members.

Section 8. **Special Actions Requiring Vote of Members:** The following corporate actions may not be taken without approval of the members.

- a. A majority of the votes cast at a meeting of the members is required for:
 - (1) Any amendment of or change to the certificate of incorporation
 - (2) A petition for judicial dissolution; and

- b. Two-thirds of the votes cast at a meeting of the members is required for:
 - (1) Disposing of all, or substantially all, of the assets of the corporation
 - (2) Approval of a plan of merger
 - (3) Authorization of a plan of non-judicial approval dissolution
 - (4) Revocation of a voluntary dissolution proceeding

Provided, however, that the affirmative votes cast in favor of any such action shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

BOARD OF DIRECTORS

Section 1. **Powers and Numbers:** The property, affairs, and activities of the corporation shall be managed and controlled and its powers exercised by the Board of Directors. The number of directors constituting the entire board after the first annual meeting of the members shall be at least (5), but in no event shall the entire board consist of less than (3) directors. Each director shall be at least eight (18) years of age.

Section 2. **Election and Term of Office:** The initial directors shall be the persons named in the articles of Incorporation. They shall serve until the first annual meeting of the members. The directors shall be elected to hold office for one-year terms; provided, however that any director elected to fill an unexpired term (whether resulting from death, resignation, or removal, or created by an increase in the number of directors may be elected at the annual meeting of members. A plurality of the votes cast or by membership action without a meeting shall determine the selected individual for office.

Section 3. **Newly Created Directorships and Vacancies:** Newly created directorships and vacancies among the directors for any reason may be filled by a vote for the directors then in office. Regardless of their number, and the directors so elected shall serve until the next annual meeting of the members.

Section 4. **Resignations:** Any director may resign from office at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time be specified at the time of its receipt by the corporation or its chairperson. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a director.

Section 5. **Removal:** Any director may be removed at any time with cause by a majority of the Board of Directors then in office at any special meeting of the board called for that purpose, provided that at least one week's notice of the proposed action shall be given to the entire Board of Directors then in office. Any director can be removed at any time with or without cause by a vote of the members.

Section 6. **Meetings:** Meetings of the board may be held at any place within or without the State of Florida as the board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof. Other regular meetings of the board shall be held no less than (2) times during the year. Special meetings of the board shall be held whenever called by a majority of the Board of Directors, the CEO/Chairperson, or the Vice Chairperson, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 7. **Quorum and Voting:** Unless law requires a greater proportion, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute or by these bylaws, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. If at any meeting of the board there shall be less than a quorum present, the directors present may adjourn the meeting until a quorum is obtained.

Section 8. **Action by the Board:** Any action required or permitted to be taken by the board or any committee thereof may be taken without a meeting if all members of the board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the board or committee shall be filed with the minutes of the proceedings of the board or committee. Any one or more members of the board or any committee thereof may participate in a meeting of the board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at meeting.

Section 9. **Notice of Meetings:** Notice of the time and place of each regular or special meeting of the board, together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be emailed or mailed to each director, postage prepaid, addressed to him or her at his or her residence or usual place of business or at such other address as he or she may have designated in a written request filed with the secretary, at least (7) days before the day on which the meeting is to be held. Notice of

special meetings to discuss matters requiring prompt action may be sent to each director at such address by telegram or cablegram or given personally or by telephone, no less than 48 hours before the time at which such meeting is to be held, unless the meeting must be held within 48 hours. Notice of a meeting need not be sent to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protestation, prior thereto or at its commencement, lack of notice to him or her. No notice need be given of any adjourned meeting.

Section 10. **Compensation:** No compensation shall be paid to directors.

OFFICERS, EMPLOYEES, AND AGENTS

Section 1. **Number and Qualifications:** The officers of the corporation shall be a CEO/Chairperson, Vice Chairperson, Director, Secretary, Assistant Secretary, Treasurer and such other officers, if any including one of more time appoint. One person may hold more than one office in the corporation. The CEO shall be the Chairperson of the corporation and the Vice Chairperson shall act in his/her absence. The Director shall act in the absence of the Vice Chairperson. One person shall hold the office of Secretary and Treasurer until the first annual meeting or less as it may deem necessary. No instrument is required to be signed on by an officer holding more than one capacity.

Section 2. **Election and Term of Office:** The officers of the corporation shall be elected at the annual meeting of the board held immediately following the annual meeting do the members. Each such officers, whether elected at the annual meeting or to fill a vacancy or otherwise, shall hold office until the close of the election of officers at the annual meeting next held after election or until a successor shall have a need to be elected and shall qualify, or until the death, resignation, or removal for such officer, whichever is earlier.

Section 3. **Employees and other Agents:** The Board of Directors may appoint from time to time such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the board and shall have such authority and perform such duties and shall receive such reasonable compensations as a majority of the Board of Directors may from time to time determine. No such other officer or agent need be a director of the corporation. To the full extent allowed by law, the Board of Directors may delegate any officer or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities, and duties.

Section 4. **Removal:** Any officer, employee, or agent of the corporation may be removed with or without cause by a vote of the majority of the entire Board of Directors.

Section 5. **Vacancies:** In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors.

Section 6. **CEO/Chairperson:** Powers and Duties: The CEO/Chairperson shall preside at all meetings of the members and of the Board of Directors. The CEO/Chairperson shall

have supervision of the affairs of the corporation and shall keep the board of directors fully informed about the activities of the corporation. He or she has the power to sign and execute alone in the name of the corporation all contracts authorized either generally or specified by the board, unless the board shall specifically require an additional signature. The CEO/Chairperson shall perform all the duties usually incident to the office of the CEO/Chairperson and shall perform such other duties as from time to time any is assigned by the board of directors.

Section 7. **Vice-Chairperson:** Powers and Duties: The Vice-Chairperson shall have such powers and duties as may be assigned to them by the board of directors. In the absence of the CEO/Chairperson, the Vice-Chairperson shall perform the duties of the CEO/Chairperson.

Section 8. **Director:** Powers and Duties: The Director shall act in the absence of the Vice-Chairperson and shall perform the general duties and assignments of affairs of the corporation and as assigned by the Vice-Chairperson and CEO/Chairperson.

Section 9. **Secretary:** Powers and Duties. The secretary shall keep the minutes of the annual meeting and all meetings of the Board of Directors in books provided for that purpose. He or she shall be responsible for giving and servicing all notices of the corporation and shall perform all the duties customarily incident to the office of the secretary, subject to the control over the Board of Directors, and shall perform such other duties as shall from time to time be requested by the Board of Directors.

Section 10. **Assistant Secretary:** Powers and Duties: The Assistant Secretary shall act in the absence of the Secretary providing assistance in keeping minutes, providing notices to officers and members as needed, and shall perform such duties as shall from time to time be requested by the Board of Directors.

Section 11. **Treasurer:** Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the corporation, and shall deposit or cause to be deposited all moneys, evidence of indebtedness and other valuable documents of the corporation in such banks or depositories as the board of directors and whenever else required by the board of directors, he or she shall render a statement of the corporation's accounts. He or she shall at all reasonable times exhibit the corporation's books and accounts to any officer or director of the corporation and shall perform all duties incident to the position of treasure subject to the control of the board of directors, and shall when required, give such security for the faithful performances of his or her duties as the board of directors may determine.

Section 12. **Compensation:** Any officer, employee, or agent of the corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the corporation authorized by a majority of the board of directors and only when so authorized.

COMMITTEES

Section 1. **Committees of the Board:** The board may, by resolution adopted by a majority of the entire board, establish other standing committees. The CEO/Chairperson shall appoint the Director of each committee. Each committee so appointed shall consist of (3) or more directors and, to extent provided in the resolution establishing it, shall have all the authority of the board except as to the following matters:

- a. The filling of vacancies on the board or any committee;
- b. The amendment or repeal of the bylaws or the adoption of new bylaws;
- c. The amendment or repeal of any resolution of the board that by its terms shall not be so amenable or repealable;
- d. The fixing of compensation of the directors for service on the board or any committee.

The CEO/Chairperson with the consent of the board may appoint special committees and shall have only the powers specifically delegated to them by the board.

Section 2. **Committees of the Corporation:** The board or the members may create committees of the corporation. The CEO/Chairperson with the consent of the board shall appoint committees created by the board. The members shall elect committees created by the members, unless the members authorize the CEO/Chairperson to appoint said committees with the consent of the board.

CONTRACTS, CHECKS, BANK ACCOUNTS, AND INVESTMENTS

Section 1. **Checks, Notes, and Contracts:** The board of directors is authorized to select such depositories as it shall deem proper for the funds of the corporation and shall determine who shall be authorized in the corporation's behalf to sign bills, notes, receipts, acceptance, endorsements, checks, releases, contracts, and documents.

Section 2. **Investments:** The funds of the corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds, or other securities, as the board of directors may deem desirable.

OFFICE AND BOOKS

Section 1. **Office:** The office of the corporation shall be located at such place as the board of directors may from time to time determine.

Section 2. **Books:** There shall be kept at the office of the corporation correct books of account of the activities and transactions of the corporation including a minute book, which shall contain a copy of the certificate of the incorporation, a copy of these bylaws, and all minutes of meetings of the members and the board of directors.

FISCAL YEAR

The fiscal year of the corporation shall be determined by the board of directors.

INDEMNIFICATION

The corporation may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by the Florida Not-for-profit corporation code and any amendments thereto, indemnify any person proceeding by reason of the fact that he, his testator, director, officer, employee or agent of the corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees.

AMENDMENTS

These bylaws may be amended or repealed by the affirmative vote of a majority of the entire board at any meeting of the board of directors, or by the members of the corporation at a meeting duly called for the purpose of altering these bylaws, providing notice of the proposed alteration has been included in the notice of meeting.

Article V INITIAL DIRECTORS AND /OR OFFICERS

The names, addresses and specific titles of the above is as follows:

Name:

Bishop Albert Watson Jr.,
CEO/Chairperson

Brother Dovie McAllister,
Vice-Chairperson

Elder Sherwin Billingslea,
Director

Evangelist Mother Marie Montgomery,
Secretary/Treasurer

Missionary Angel Watson,
Assistant Secretary

Address:

1005 N.E. 92 Street
Miami, FL. 33138

8202 Fairways Cir. B202
Ocala, FL. 34472

9020 N.W. 21 Ave.
Miami, FL. 33147

121 NW Silas GLN
Lake City, FL. 32055

338 NW 53 Street
Miami, FL. 33127

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida Street address of the registered agent is Evangelist Mother Marie Montgomery whose address is 121 NW Silas GLN, Lake City, Florida 32055. In the event of dissolution of the corporation, all of the assets and property of the corporation remaining after the proper payment of the expenses and the satisfaction of all liabilities shall be distributed in accordance with Florida's Not-for-profit corporation code to such charitable and educational organizations as shall qualify under section 501(c) (3) of the code.

ARTICLE VII INCORPORATOR

The name and address of the Incorporators are:

Name and Address:

Bishop Albert Watson Jr.
1005 N.E. 92 Street
Miami, FL. 33138

Brother Dovie McAllister
8202 Fairways Cir. B202
Ocala, FL. 34472

Elder Sherwin Billingslea
9020 N.W. 21 Ave.
Miami, FL. 33147

Evangelist Mother Marie Montgomery
121 NW Silas GLN
Lake City, FL. 32055

Missionary Angel Watson
338 NW 53 Street
Miami, FL. 33127

The forgoing bylaws were adopted at a meeting of the members on this 14 day of November, 2004 to which a quorum was present.

We, the Directors of Doorway to Hope Community Development Corp., hereby affix our signatures this 14th day of November, 2004.

Albert Watson Jr.
CEO/Chairperson

Marie Montgomery
Secretary

Theresa D. McAlister
Vice-Chairperson

Angel W.
Assistant Secretary

[Signature]
Director

Marie Montgomery
Treasurer

IN WITNESS WHEREOF these Articles has been signed and the statements made herein affirmed as true under the penalties of perjury the 14 day of November, 2004.

Bishop Albert Watson Jr.
Bishop Albert Watson Jr.,
CEO/Chairperson

FILED
05 JAN - 3 PM 1:19
CLERK OF STATE
TALLAHASSEE, FLORIDA

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.

Evangelist Mother Marie Montgomery
Signature/Registered Agent

11-14-04
Date

Bishop Albert Watson Jr.
Signature/Incorporator

11-14-04
Date

Additional Article VIII

Effective Date for the ARTICLES OF INCORPORATION
For
Doorway to Hope Community Development Corporation

The requested Effective Date shall be January 1, 2005