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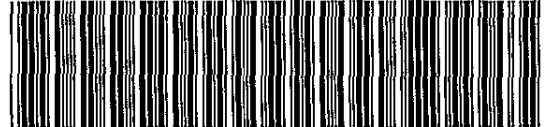
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WCC

TRANSMITTAL LETTER

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

SUBJECT: Tea Rose Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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 of
Status
ADDITIONAL COPY REQUIRED

FROM: Sekennia L. Bell
Name (Printed or typed)

968 Vineridge Run #203
Address

Altamonte Springs, FL 32714
City, State & Zip

407-248-3587
Daytime Telephone number

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

Article of Incorporation of
TEA ROSE FOUNDATION, INC.
A Florida Non-Profit Corporation

ARTICLE I: NAME

SECTION I: The name of the corporation is Tea Rose Foundation, Inc.

**ARTICLE II: LOCATION OF INITIAL REGISTERED
OFFICE AND NAME OF INITIAL REGISTERED AGENT**

SECTION I: The street address of the initial registered office of the corporation is 5862
Plumtree Court Orlando, FL 32821

The mailing address of the initial registered office of the corporation is 5862 Plumtree Court
Orlando, FL 32821

ARTICLE III: PURPOSE

SECTION I. The specific and primary for which this corporation is formed shall be to
create, maintain and extend an awareness of the philosophy of Alpha Kappa Alpha in our
community, to promote the scholastic, cultural, civic, ethical and social development of its
members, the community, and to be of service to all mankind.

The general purposes for which this corporation is formed are to operate exclusively for such
community purposes as will qualify it as an exempt organization under Section 501 (c) (3) of
the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws,
including, for such purposes, the making of distributions to organizations qualifying as tax-
exempt organizations under that Code.

ARTICLE IV: DIRECTORS

SECTION I: There shall be five directors constituting the initial board of directors.

The name and address of each person who is to serve as an initial director are:

Cynthia Henry
9001 Greenbrook Court
Orlando, FL 32810

Michelle Thornton-Taylor
640 E Ridgewood Street
Altamonte Springs, FL 32701

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Vivian Lyte-Johnson
5695 Berwod Drive
Orlando, FL 32810

Belinda Morgan-Sterling
582 Brantley Terrace Way #208
Altamonte Springs, FL 32714

Denise Dickenson
1854 Torrey Drive
Orlando, FL 32818

SECTION II: The directors named in Section II shall hold office until the first annual meeting of members to take place after incorporation. Prior to that meeting, an election of directors shall take place, according to provisions of the bylaws of the corporation.

SECTION III: Directors shall be nominated by the Executive Committee of the Organization. The names of all persons nominated shall be submitted to the Board of Directors at least 10 days prior to each meeting at which directors are to be elected. Directors shall be elected from the persons nominated upon the affirmative vote of a majority of the members of the entire Board. Outgoing directors shall be entitled to vote in the election of directors and for all other purposes at such meeting. The term of office of any newly elected director shall commence immediately upon adjournment of the meeting at which he or she was elected with respect to a director elected to fill a vacancy or a director elected at other than an annual meeting to fill a position resulting from an increase in the number of directors. All directors shall serve until removal, resignation or until their successors have been duly elected and qualified. Directors elected in the first election, and at all times thereafter, shall serve for a term of two years; except that the bylaws may provide for a different term of office for some of the directors elected in the first election following incorporation, in order to introduce a system of staggered terms for directors.

SECTION IV: Resignation: Vacancies: Removal: Increases.

(a) Resignation. Any director may resign at any time by giving written notice to the president or to the secretary of the Organization. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

(b) Vacancies. Any vacancy occurring on the Board of Directors by reason of resignation, removal, death, or otherwise may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. The term of office of a director elected to fill a vacancy shall commence upon election.

(c) Removal of Directors. At any meeting of directors duly called expressly for that purpose, any one or more of the directors may be removed, with or without cause, by the vote of two-thirds of the members of the entire Board of Directors. Any director whose removal has been proposed by the Board of Directors shall be given an opportunity to be heard at the meeting at which this removal is to be voted upon.

(d) Increase in Directors. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative vote of a majority of the members of the entire Board in an election at an annual meeting or special meeting called for that purpose. Any such director elected at other than an annual meeting of the Board of Directors shall hold office until the next annual meeting of the Board and until his successor has been duly elected and qualified. The term of office of directors elected at other than annual meetings to fill positions resulting from an increase in the number of directors shall commence upon election.

(e) Compensation of Directors. No compensation shall be paid to directors for their services as such, but directors may be reimbursed for actual expenses incurred by them in the performance of their duties. Nothing herein shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE V: MEETING OF THE BOARD

SECTION I. Place of Meetings. The annual meeting of the Board of Directors shall be held at the principal office of the Organization or at any other place within State of Florida that the Board of Directors may designate from time to time.

SECTION II. Annual Meeting. Unless otherwise determined by the Board of Directors, the annual meeting of the directors shall be held at a reasonable hour on the second Wednesday of the second month following the end of the Organization's fiscal year unless that day be a holiday, in which case said meeting shall be on the next business day following that day. The annual meeting of directors shall be held for the purpose of electing directors and transacting such other business as may come before the meeting. Immediately after adjournment of each annual meeting of directors a meeting of the new Board of Directors shall be held for the purpose of electing officers of the Organization and transacting such other business as may come before the meeting.

SECTION III. Quorum and Voting. At meetings of the Board of Directors or any committee designated by the Board a one-third of the number of directors fixed according to these Bylaws or a majority of the members of any such committee, as the case may be, shall be necessary to constitute a quorum for the transaction of business. If a quorum is present, the act of the majority of directors in attendance shall be the act of the Board of Directors or any such committee, as the case may be, unless the act of a greater number is required by these Bylaws, the Articles of Organization or the Florida Revised Nonprofit Organization Act.

Each director shall have one vote on each matter submitted to a vote of the Board or such committee. Voting by proxy shall not be allowed.

SECTION VI: OFFICERS

SECTION I: The members of the corporation shall elect the following officers: Chair, Vice-Chair, president, secretary, and treasurer, and such other officers as the bylaws of this corporation may authorize the members to elect from time to time. Such officers shall be initially elected, prior to the first annual meeting of members to take place after incorporation, in an election held according to the provisions of the bylaws of the corporation. Until such election is held, the following persons shall serve as corporate officers:

Tamiko Aikens: Chair
Stephanie Richardson: Vice-Chair
Tajuana Rushin: President
Anita Tucker: Secretary
Denise Dickenson: Treasurer

SECTION II. Election and Term of Office. The officers of the Organization shall be elected annually by the Board of Directors at the first meeting of the Board held after each annual meeting of the Board of Directors. Officers shall hold office until their successors are chosen and have qualified unless they are sooner removed from office as provided in these Bylaws.

SECTION III. Resignation and Removal. Any officer of the Organization may resign at any time by giving written notice to the president or to the secretary of the Organization. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer or agent of the Organization may be removed by the Board of Directors whenever in its judgment the best interests of the Organization may be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or an agent shall not of itself create contract rights.

SECTION IV. Vacancies. When a vacancy occurs in one of the offices of the Organization by reason of death, resignation or otherwise, it shall be filled by a resolution of the Board of Directors. The officer so selected shall hold office until his successor is chosen and qualified.

ARTICLE VI:

The following provision shall govern over the organization:

SECTION I. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions of organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION II. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code or (b) by any organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

SECTION III. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the District Court of the country in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VII: AMENDMENTS

Except as otherwise required by law, these Bylaws may be amended at any annual or regular meeting of the Board of Directors or at any special meeting called for that purpose, provided that written notice of the proposed amendment shall have been given at least five days prior to such meeting. Any such amendment shall require an affirmative vote of a majority of the members of the Board of Directors present at a duly constituted meeting.

ARTICLE VIII: REGISTERED AGENT

The name of the initial registered agent at such address is:

Marnita Bland.
5862 Plumtree Court
Orlando, FL 32821

ARTICLE VII

The names and addresses of the incorporators of this corporation are:

Sekennia Bell
968 Vineridge Run
Apt. 203
Altamonte Springs, FL 32714

Marnita Bland
5862 Plumtree Court
Orlando, FL 32821

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

Marnita G. Bland
Signature/Registered Agent

8/17/05
Date

Sekennia Bell
Signature/Incorporator

8-23-05
Date