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**FLORIDA NON-PROFIT CORPORATION**

**the ellen fagenson eland leadership & justice fund,**

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**ARTICLES OF INCORPORATION**

**OF**

**THE ELLEN FAGENSON ELAND LEADERSHIP & JUSTICE FUND, INC.**

The undersigned Incorporator(s), for the purpose of forming a corporation under and pursuant to the Florida Not For Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE 1: NAME**

The name of this corporation shall be: **THE ELLEN FAGENSON ELAND LEADERSHIP & JUSTICE FUND, INC.**

**ARTICLE 2: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

7731 SW 62<sup>nd</sup> Ave., Suite 202  
South Miami, FL 33143

**ARTICLE 3 : PURPOSES**

This corporation is a not for profit corporation. The purposes for which this corporation is organized, are:

- a) to raise and distribute funds to carry on Dr. Ellen Fagenson Eland's legacy of scholarly research in the areas of leadership, justice, equity and mentoring.
- b) to provide grants for undergraduate or graduate study at accredited colleges or universities in the areas of leadership, justice, equity and mentoring, with special consideration given to students requiring financial aid to further their education.
- c) to provide awards for exceptional leadership in or contributions to social and organizational change.
- d) to engage in any lawful act or activity for which corporations may be organized under the Florida Not For Profit Corporation Act which is necessary and appropriate for carrying out and exercising the foregoing purposes and powers.

**THIS INSTRUMENT PREPARED BY:**

Laurie K. Amber, Esq.  
7731 S.W. 62nd Ave., Suite 202  
South Miami FL 33143  
Tel. (305) 661-5829

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e) to have and maintain the status of a corporation which is exempt from federal income taxation under Sect. 501 (a) of the Internal Revenue Code of 1954, as an organization described in Sect. 501 (c) (3) of the Internal Revenue Code and which is other than a private foundation by reason of being described in Sect. 509 (a) (1), (2) or (3) of the Internal Revenue Code. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly.

#### ARTICLE 4: LIMITATION OF CORPORATE POWERS

a) This corporation is organized exclusively for charitable, education, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sect. 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any prior or future United States Internal Revenue law).

b) No part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributable to its member, 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 Article 3 hereof.

c) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue code, or the corresponding section of any future federal tax code.

#### ARTICLE 5: DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and affairs conducted by a Board of Directors. This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or decreased from time to time by the By-laws but shall never be less than three (3).

The names and addresses of the initial Directors of this Corporation are:

Name: Dave Kodner  
Address: 2265 Cedar Cove Ct.  
Reston, VA 22091

Name: Larry Fagenson  
Address: 120 W. 75th St., Apt. 4A  
New York, NY 10023

Name: Laurie K. Amber  
Address: 7731 SW 62<sup>nd</sup> Ave., Suite 202  
South Miami, FL 33143

A majority of the Board of Directors in office shall constitute a quorum for the transaction of business. The By-laws shall provide for meetings of Directors, including an annual meeting.

Except for the first Board of Directors, the Board of Directors of the corporation shall be selected by the incumbent Board of Directors at the annual meeting of the Board of Directors of the Corporation.

Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of the Board of Directors, and thereafter until qualified successors are duly elected and have taken office.

If a Director shall for any reason cease to be a Director, the Board of Directors at a special meeting called for such purpose may elect a successor to fill the vacancy for the balance of the unexpired term.

**ARTICLE 6: REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent of this Corporation is:

Name: Laurie K. Amber  
Address: 7731 SW 62<sup>nd</sup> Ave., Suite 202  
South Miami, FL 33143

**ARTICLE 7: INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Name: Laurie K. Amber  
Address: 7731 SW 62<sup>nd</sup> Ave., Suite 202  
South Miami, FL 33143

**ARTICLE 8: MEMBERS AND THEIR QUALIFICATION**

This corporation shall have no capital stock. It shall be composed of members rather than shareholders. The conditions, regulations, and classes of membership and the rights or other privileges of the classes of members shall be determined and fixed in the By-laws.

**ARTICLE 9: DURATION**

This Corporation shall have perpetual existence.

**ARTICLE X: OFFICERS**

All officers and agents shall be chosen in such a manner, hold their offices for such terms and have such powers titles and duties as may be prescribed by the By-laws. The same person may hold two or more offices.

The names and addresses of the first officers of the Corporation who shall hold office until the annual meeting of Directors or until successors are duly elected and shall have taken office shall be as follows:

Office	Name	Address
President	Dave Kodner	2265 Cedar Cove Ct. Reston, VA 22091
V. President	Larry Fagenson	120 W. 75th St., Apt. 4A New York, NY 10023

Secretary	Laurie K. Amber	7731 SW 62 <sup>nd</sup> Ave., Suite 202 South Miami, FL 33143
Treasurer	Dave Kodner	2265 Cedar Cove Ct. Reston, VA 22091

**ARTICLE 11: AMENDMENT OF ARTICLES**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the corporate By-laws and the Florida Statutes, and all rights of members herein are granted subject to this reservation.

**ARTICLE 12: BY-LAWS**

The Board of Directors shall adopt By-laws consistent with these Articles of Incorporation. Such By-laws may be altered, amended or repealed either by a resolution of the Board of Directors or by following the procedure set forth therefor in the By-laws.

**ARTICLE 13: DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Sect. 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In the event of dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all business, properties and assets of the corporation shall go and be distributed to one or more such nonprofit corporations whose primary goals and purposes are similar to those of this corporation, as may be selected by the Board of Directors of this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of October, 2005.

  
 \_\_\_\_\_  
 Laurie K. Amber  
 Incorporator

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of sections 807.0501 or 817.0501, Florida Statutes, the undersigned 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: **THE ELLEN FAGENSON ELAND LEADERSHIP & JUSTICE FUND, INC.**
- 2. The name and address of the registered agent and office is:

Name: Laurie K. Amber  
 Address: 7731 SW 62<sup>nd</sup> Ave., Suite 202  
 South Miami, FL 33143

SIGNATURE *Laurie K. Amber*  
 Laurie K. Amber

TITLE: Incorporator

DATE: October 14, 2005

**ACKNOWLEDGMENT:**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *Laurie K. Amber*  
 Laurie K. Amber

TITLE: Registered Agent

DATE: October 14, 2005

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