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JANUARY 15, 2005

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CLERK OF SUPERIOR COURT

225-46526

TRANSMITTAL LETTER

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

SUBJECT: National Association of Minority Contractors
(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: Erma Dennard
Name (Printed or typed)

1034 Harbor Hills Rd.
Address

Winter Garden, FL 34787
City, State & Zip

407 656-5510
Daytime Telephone number

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

**ARTICLES OF INCORPORATION FOR
NATIONAL ASSOCIATION OF MINORITY CONTRACTORS, Inc.
A NONPROFIT ORGANIZATION**

ARTICLE I.

The name is of the corporation is **NATIONAL ASSOCIATION OF MINORITY CONTRACTORS, Inc.**

ARTICLE II.

The corporation is organized pursuant to the provisions of the Florida Nonprofit Corporation Code and the corporation shall have perpetual duration.

ARTICLE III.

The corporation is a nonprofit trade, educational, and advocacy association that addresses the concerns of minority contractors and shall not be operated for pecuniary gain or profit. Additionally, the services provided extend far beyond minority construction entrepreneurs to the people they employ and to the communities in which they live and do business. The corporation is organized and shall be operated exclusively for the purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as revised, or any corresponding section of any future federal tax code, including the making of distributions to organizations that qualify as exempt organizations under said section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code. In so operating, it shall be the purpose of the corporation to provide Towards fulfillment of this purpose, the corporation shall raise funds necessary to finance changes and improvements to positively affect/impact the growth and stability of the construction industry. Furthermore, the corporation shall educate and train local area residents, community leaders, and local governmental agencies on environmental services and other areas of construction skills, for its outreach to minority contractors.

ARTICLE IV.

In carrying out the purposes stated in Article III above, the corporation shall possess and may exercise any and all powers granted to nonprofit corporations under the Florida Nonprofit Corporation Code, as amended from time to time, subject, however, to the limitations set forth in Article V. hereof.

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STATE OF FLORIDA

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ARTICLE V.

No part of net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, 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 III hereof. Notwithstanding any other provision of the Articles of Incorporation, 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 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 corresponding section of any future federal tax code.

ARTICLE VI.

Without limiting in any manner the generality of the foregoing provisions, for any period during which this corporation may be classified as a private foundation under the section 509 of the Internal Revenue Code or any corresponding provision of any future federal tax code, this corporation:

- a) shall distribute its income for each taxable year at such time and in such manner as not subject it to the tax imposed by Section 4942 of the Internal Revenue code (or any corresponding provision of any future federal tax code);
- b) shall not engage in any act of self dealing as defined in Section 4941(d) of such Code (or any corresponding provision of any future federal tax code);
- c) shall not retain any excess business holding as defined in Section 4943 (c) of such Code (or any corresponding provision of any future federal tax code);
- d) shall not take any investments in any manner to incur a tax liability under Section 4944 of such Code (or any corresponding provision of any future tax code);
- e) shall not make any taxable expenditures as defined in Section 4945 (d) of such Code (or any corresponding provision of any future federal tax code).

ARTICLE VII.

Upon the dissolution of the corporation, 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 state of Florida for public purposes. Any such assets not so disposed shall be distributed by order of the Superior Court of Florida, exclusively for such purposes to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII.

The corporation shall have no stockholders and no capital stock. No individual shall have any ownership right or interest in the assets of the corporation and such

assets shall, upon dissolution of the corporation, only be distributed as provided in these Articles of Incorporation.

ARTICLE IX.

The entire management of the affairs of the corporation shall be invested in the Board of Directors, the number of members of which their duties and manner of election or appointment shall be as provided in these Articles of Incorporation and in the by-laws of the corporation.

ARTICLE X.

This corporation shall have an initial Board of directors in which all power of the corporation shall be vested and which shall consists of five (5) members. The initial Board of Directors have been elected by the incorporators and subsequent directors shall be elected by the initial or incumbent directors.

The five initial directors of the corporation shall have staggered terms of three, two, and one years as set forth below and each director shall serve for such term, respectively, and until a successor is appointed or until such director's earlier resignation, removal from office, or death. The names and respective tenures of the initial directors are as follows:

<u>Name</u>	<u>Tenure</u>
1. Erma Dennard	Term to expire 12/31/08
2. Rhonda Miller	Term to expire 12/31/08
3. Harold Boulter	Term to expire 12/31/06
4. Carla Dennard	Term to expire 12/31/08
5. Kebris Miller	Term to expire 12/31/08

Subsequent directors shall be elected annually by then existing Board of Directors to replace any director or directors whose term or tenure is then expiring, and such elected director shall hold office for five (5) years and/or until his successor is elected or replaced. All vacancies in the Board of Directors shall be filled for the un-expired term in the same manner with the director elected to fill the vacancy serving out the remainder of the un-expired term and until his successor is elected. Each director shall have one vote in the election of officers and in the conduct of all the business of the corporation.

ARTICLE XI.

The mailing address of the initial registered and principal office of the corporation shall be at 1034 Harbor Hills St, Winter Garden, FL 34787 and the initial registered agent of the corporation is Mrs. Erma Dennard.

ARTICLE XII.

The names and addresses of the incorporators are as follows:

Rhonda Miller	13815 Fox Glove St., Winter Garden, FL 34787
Carla Dennard	3707 Winkler Ave. , Fort Myers, FL 33916
Kebris Miller	13815 Fox Glove St., Winter Garden, FL 34787

ARTICLE XIII.

The directors of the corporation shall have no personal liability whatsoever for any debts or liabilities of the corporation or for monetary damages for breach of duty of care or other duty owed as a director provided, however, that such limitation shall not apply to the liability of a director for:

- a) any appropriation, in violation of his duties, of any business opportunity of Corporation;
- b) Acts or omissions not in good faith or which involve intentional misconduct knowing violation of law; or
- c) Any transaction from which the director derived an improper personal benefit.

The private property of the directors shall be exempt from execution or other liability for any debts of the corporation.

ARTICLE XIV.

The directors and officers of the corporation shall be indemnified as of right to the fullest extent now hereafter or permitted by law in connection with any actual or threatened civil, criminal, administrative, or investigative action, suit or proceeding (whether brought by or in the name of the corporation or otherwise) arising out of their service to the corporation or to another organization at the request of the corporation. The corporation may purchase and maintain insurance to protect itself and any such director or officer against any liability asserted against him and incurred by him in respect of such service whether or not the corporation would have the power to indemnify him against such liability by law or under the provisions of this Article shall be applicable to action, suits or proceedings commences after the adoption hereof, whether arising from acts of omissions occurring before or after the adoption hereof, and to directors or officers who have ceased to render such service, and shall inure to the benefit of the heirs, executors, and administrators of the directors and officers referred to in this Article.

IN WITNESS WHEREOF, the undersigned executes these articles of Incorporation.

BY: Rhonda Miller

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA