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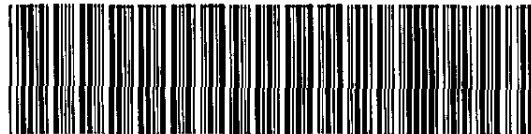
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## TRANSMITTAL LETTER

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

12/3/05

**SUBJECT:** Melvin D. Smith Memorial Scholarship Foundation, 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:** Lawrence E. Moncrief

Name (Printed or typed)

9425 Peabody Court

Address

Boca Raton, FL 33496

City, State & Zip

561-883-6398

Daytime Telephone number

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

**ARTICLES OF INCORPORATION  
OF  
MELVIN D. SMITH MEMORIAL SCHOLARSHIP  
FOUNDATION, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 DEC -7 PM 4: 11

**In compliance with the requirements of Chapter 617.01 et., seq., of Florida Statutes, the undersigned desiring to incorporate a nonprofit corporation, hereby states that:**

**ARTICLE I**

**The name of the corporation is: Melvin D. Smith Memorial Scholarship Foundation, Inc.**

**ARTICLE II**

**The address of the corporation's initial principal office is: 14155 North Miami Avenue, Miami, FL 33168**

**ARTICLE III**

**The corporation is incorporated exclusively for charitable, religious, and educational purposes permitted within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to, equipping young people to accomplish educational goals..**

**ARTICLE IV**

**The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.**

**ARTICLE V**

**The corporation is organized upon a nonstock basis.**

**ARTICLE VI**

**The corporation shall have no voting member other than the members of the board of directors.**

**ARTICLE VII**

**The corporation will have a minimum of five (5) but no more than fifteen (15) directors. Any vacancies on the board of directors shall be filled by a majority vote of the remaining directors.**

## **ARTICLE VIII**

**Section 8.1.** No part of the net earnings of the corporation shall inure to the benefit of or be distributable to the corporation's officers, directors or private individual, but the corporation shall be authorized and empowered to pay reasonable compensation for service rendered, and to make payments and distributions in furtherance of the purposes set forth in Article III hereof,

**Section 8.2.** No officer or director of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

**Section 8.3.** 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.

**Section 8.4.** Notwithstanding any other provision of this Articles of Incorporation, the corporation shall not carry on other activities not permitted to be carried on by a corporation exempt from federal income tax under Sections 501 (c)(3) and 509(a)(1), (2) or (3) of the Code, or by a corporation contributions of which are deductible under Section 170 (c)(2) of the Code.

## **ARTICLE IX**

**The names, addresses and titles of the initial Officer/Directors and Directors are:**

**President**

**Bernice R. Smith  
14155 N. Miami Ave.  
Miami, FL 33168**

**Vice President**

**Buena Dudley  
17073 NW 23<sup>rd</sup> Street  
Pembroke Pines, FL 33028**

**Treasurer**

**Alice Bostic  
17211 NW 22<sup>nd</sup> Avenue  
Miami, FL 33056**

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<b>Secretary</b>	<b>Patricia Daniels</b> <b>17240 NW 17<sup>th</sup> Avenue</b> <b>Miami Gardens, FL 33056</b>
<b>Chaplin</b>	<b>Alexander Bostic, Jr.</b> <b>17211 NW 22<sup>nd</sup> Ave.</b> <b>Miami, FL 33056</b>
<b>Financial Secretary</b>	<b>Alma G. Brown</b> <b>301 NW 51<sup>st</sup> St.</b> <b>Miami, FL 33127</b>
<b>Director</b>	<b>Clarnece Mitchell</b> <b>525 Zulema St.</b> <b>Pittsburgh, PA 15213</b>
<b>Director</b>	<b>Tayon Mitchell</b> <b>525 Zulema St.</b> <b>Pittsburgh, PA 15213</b>
<b>Director</b>	<b>Lawrence Moncrief</b> <b>9425 Peabody Court</b> <b>Boca Raton, FL 33496</b>
<b>Director</b>	<b>Cheryl Nowell</b> <b>6346 NW 170<sup>th</sup> Terrace</b> <b>Hialeah, FL 33015</b>
<b>Director</b>	<b>Gloria Oswald</b> <b>9535 SW 24<sup>th</sup> St.</b> <b>Miami, FL 33165</b>
<b>Director</b>	<b>Michael Robinson</b> <b>7301 SW 5<sup>th</sup> Street</b> <b>Plantation, FL 33317</b>
<b>Director</b>	<b>Norbert C. Williams</b> <b>5400 NW 64<sup>th</sup> Terrace</b> <b>Lauderhill, FL 33319</b>

## **ARTICLE X**

**The name and address of the Registered Agent is:**

**Norbert C. Williams  
5400 NW 64<sup>th</sup> Terrace  
Lauderhill, FL 33319**

## **ARTICLE XI**

**It is intended that the corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code and an organization described in Section 501(c)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly.**

## **ARTICLE XII**

**The term of existence of the corporation shall be perpetual.**

## **ARTICLE XIII**

**Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then 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.**

## **ARTICLE XIV**

**Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or by his or her heirs, executors, or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer is liable for negligence or misconduct in the performance of his or her duties. Such right on indemnification shall not be deemed**

exclusive of any other rights to which such director or officer ( or such heirs, executors or administrators) may be entitled apart from this Article.

#### ARTICLE XV

The name and address of the incorporator of this corporation are as follows:

Bernice R. Smith  
14155 N. Miami Ave.  
Miami, FL 33168

#### ARTICLE XVI

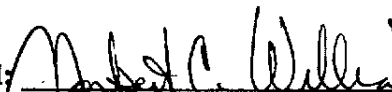
The name and address of the Registered Agent is:

Norbert C. Williams  
5400 NW 64<sup>th</sup> Terrace  
Lauderhill, FL 33319

IN TESTIMONY WHEREOF, the incorporator has signed and sealed these Articles of Incorporation of the corporation this 21<sup>st</sup> day of NOVEMBER, 2005.

  
Bernice R. Smith

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.

Accepted:   
Norbert C. Williams

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