

NO 6000503871

(Requestor's Name)

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☐ PICK-UP      ☐ WAIT      ☐ MAIL

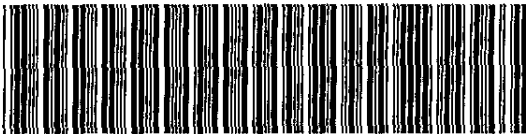
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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RECEIVED  
JUN 27 1967  
DEPT. OF COMMERCE

2005-10-10 10:00

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

SUBJECT: First Steps Resource Center, 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: Latonya Ridenhour-Jones  
Name (Printed or typed)

4096 Half Moon Circle  
Address

Middleburg, FL 32068  
City, State & Zip

904-406-2501  
Daytime Telephone number

FILED  
06/07/97 PM 4:07  
TALLAHASSEE, FL 32314

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

## **Articles of Incorporation of First Steps Resource Center, INC**

We, the First Steps Resource Center, INC, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

### **Article I:**

The name of this corporation shall be the First Steps Resource Center, INC

### **Article II:**

The principal place of business shall be in the City of Palatka, Putnam County, Florida. The mailing address shall be 4096 Half Moon Circle, Middleburg, Florida, 32068

### **Article III:**

The specific purpose will be to enhancing the overall state of well- being in the community of Palatka, Florida, and surrounding communities, through support services that primarily focuses on three key areas: Health, Education/Job Training, and Self-Reliance. The programs and services will be as such: weight loss, smoking cessation, diabetes management, high blood pressure management, career counseling, seminars, computer training classes, and a self help resource library.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 (c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

### **Article IV:**

The manner in which the directors are to be elected or appointed is as stated in the bylaws.

### **Article V:**

This corporation is to exist perpetually.

### **Article VI:**

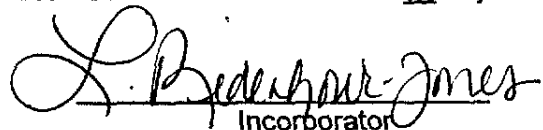
The name and address of the incorporator of these Articles is:

Latonya Ridenhour-Jones  
4096 Half Moon Circle  
Middleburg, Florida 32068

### **Article VII**

The street address of the initial registered office of the corporation shall be **4096, Half Moon Circle, Middleburg, Florida, 32068** and the name of the initial registered agent of the corporation at that address is **Latonya Ridenhour-Jones**.

In Witness Thereof, the undersigned has hereunto set their hand and seal on this 18 day of March, 2006.

  
Incorporator

FILED  
03-17-07 PM 4:07  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION**

**Latonya Ridenhour-Jones** an individual residing in this State, having a business office identical with the registered agent office address of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of;

**Latonya Ridenhour-Jones** is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By Latonya Ridenhour-Jones

FILED  
06/02/07 PM 4:07  
TALLAHASSEE, FLORIDA

**BY-LAWS of  
FIRST STEPS RESOURCE CENTER, INC  
A NOT-FOR-PROFIT CORPORATION**

**ARTICLE I - OFFICES**

The principal place of the Corporation shall be established and maintained in the City of Palatka in Putnam County, in the State of Florida. The Corporation may also have offices at such places within or without the State of Florida as the Board may from time to time establish.

**ARTICLE II - PURPOSES**

The purposes for which this Corporation has been organized are as follows: enhancing the overall state of well-being in the community of Palatka, Florida through support services that primarily focuses on three key areas: Health, Education/Job Training, and Self-Reliance. The programs and services will be as such: weight loss, smoking cessation, diabetes management, high blood pressure management, career counseling, seminars, computer training classes, and a self help resource library.

The First Steps Resource Center, INC was organized and will operate exclusively for religious, charitable and educational purposes as described under Code Section 501 (c)(3). Primarily, the organization seeks to operate for charitable and educational purposes.

**ARTICLE III - MEETINGS**

**NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS:** Regular meetings of the board of directors may be held without notice, at such time and place, as it shall from time to time determine. *Special meetings of the board of directors shall be held upon notice to the directors and may be called by the executive director upon three (3) days notice to each director either personally, by mail or by wire; special meetings shall be created by the executive director or by the secretary in a like manner on written request of two (2) directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the director's lack of notice,*

**PLACE AND TIME OF BOARD OF DIRECTORS' MEETINGS:** The board of directors may hold its meetings at the office of the Corporation or at such other places, either within or without the state, as it may from time to time determine.

**REGULAR ANNUAL MEETINGS:** A regular annual meeting of the board of directors shall be of the Corporation shall be held on the 20th in the month of October of each year except that if such day be a legal holiday then in that event the directors shall fix a day not more than two (2) weeks from the date fixed by these by-laws. The secretary shall cause to be mailed to every director at his address as it appears on the membership roll book of the Corporation a notice stating that date, time and place of the annual meeting.

**ORDER OF BUSINESS:** The order of all meetings of directors shall be as follows:

1. Roll Call
2. Reading of the minutes of the preceding meeting
3. Reports of committees
4. Reports of officers
5. Old and unfinished business
6. New business
7. Adjournments

**ADJOURNMENT OF THE BOARD OF DIRECTORS' MEETING:** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such other time place are announced at the meeting, to the other directors.

**EXECUTIVE AND OTHER COMMITTEES:** The board of directors, by resolution adopted by a majority of the entire board of directors, may designate an executive committee and other named committees, each consisting of three (3) or more directors. Each such committee shall serve at the pleasure of the board of directors.

#### **ARTICLE IV- DIRECTORS**

**MANAGEMENT OF THE CORPORATION:** The Corporation shall be managed by the Board of Directors, which shall consist of not less than three (3) Directors, nor more than 9 Directors, unless so directed by the Board as further defined in paragraph #4 below. Each Director shall be at least twenty-one (21) years of age,

**QUALIFICATION OF DIRECTORS:** Any honorable and ethical individual selected by the Board shall be eligible to become Directors of the Corporation; contingent upon he has the corporation's best interest in mind.

**TERM OF DIRECTORS:** Directors shall hold office for an initial term of two (2) years. Each term may be extended at the election and discretion of the Board. Each Director shall hold office until the expiration of the term for which elected and, or until a successor has been elected and shall have qualified, or until prior resignation or removal.

**INCREASE OR DECREASE IN NUMBER OF DIRECTORS:** The number of directors may be increased or decreased by a vote of the members or by a vote of the majority of all of the directors. No decrease in number of directors shall shorten the term of any incumbent director.

**NEWLY CREATED DIRECTORSHIPS AND VACANCIES:** Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board of directors for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the articles of in Corporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation; death or removal shall be elected to hold office for the term that has yet to be expired of his predecessor.

**RESIGNATION AND REMOVAL OF DIRECTORS:** A director may resign at any time by giving written notice to the board of directors, executive director or the secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt there of by the board of directors or such officer, and the acceptance of the resignation shall not be necessary to make it effective. The Board reserves the right to dismiss, by a vote of the majority of all of the directors, any director that is not fulfilling his obligation to the corporation.

**QUORUM OF DIRECTORS:** Unless otherwise provided in the articles of incorporation of the Corporation, a majority of the entire board of directors shall constitute a quorum for the transaction of business or of any other specified item of business.

**ACTION OF THE BOARD OF DIRECTORS:** Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is presented at such time, shall be the act of the board of directors. Each director present shall have one (1) vote.

## **ARTICLE V- OFFICERS**

**OFFICES, ELECTION AND TERM;** Unless otherwise provided for in the articles of incorporation, the board of directors may elect or appoint, one (1) President, (1) Secretary, (1) Treasurer and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers, with the exception of the executive director, shall be elected or appointed to hold office until the meeting of the board of directors following the annual meeting. Each officer shall hold office for the term for which elected or appointed and or until a successor has been elected or appointed and qualified.

**REMOVAL, RESIGNATION AND SALARY:** the board of directors with or without cause may remove any officer elected or appointed by the board of directors. In the event of the death, resignation or removal of an officer, the board of directors in its discretion may elect or appoint a successor to fill the term that has not yet been expired. The same person, except the officer of executive director, may hold any two (2) or more officer positions. There will not be salaries for the services as a board of director. It is expected the board of directors offer their services voluntarily.

**EXECUTIVE DIRECTOR:** The Executive Director shall be the chief executive officer of the Corporation and shall preside at all meetings of the members and of the board of directors. The Executive Director shall have the general management of the affairs of the Corporation and shall see that all orders and resolutions of the board of directors carried into effect.

**PRESIDENT:** During the absence or disability of the executive director, the president, shall have all the powers and the functions of the executive director with the exception by a vote of the majority will take precedent in decision- making. The president shall perform such other duties as the board of directors shall prescribe.

**TREASURER;** The treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank or trust company as the board of directors may elect; and shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the Corporation, when countersigned by the executive director; and shall also sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the board of directors and shall be countersigned by the executive director. In the event a document relating to the executive director may need a counter signature, the president will then have powers relating to therein. The treasurer shall at all reasonable times exhibit the books and accounts to any director of the Corporation upon application at the office of the Corporation during ordinary business hours. At the end of each corporate or fiscal year, the treasurer shall have an audit of the accounts of the Corporation made by a committee appointed by the executive director, and shall present such audit in writing at the annual meeting, and at such time shall also present an annual report setting forth in full the financial condition of the Corporation.

**SECRETARY:** The secretary shall keep the minutes of the meetings of the board of directors, and shall have custody of the seal of the Corporation and the power to affix and attest the same to documents when duly authorized by the board of directors. The secretary shall attend to the giving and serving of all notices of the Corporation, and shall have charge of such books and papers as the board of directors may direct; and shall attend to such correspondence as may be assigned, and perform all the duties incidental to the office.

**SURETIES AND BONDS;** In case the board of directors shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or

sureties as the board of directors may direct, conditioned upon the faithful performance of the duties to the Corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into the officer or agent's hands.

#### **ARTICLE VI-DISSOLUTION**

In the event of dissolution or liquidation of the Corporation, all proceeds from the sale, or liquidation of any assets, will be transferred to an entity with IRS 501(c)(3) exempt status of similar purposes and objectives.

#### **ARTICLE VII - CORPORATE SEAL**

The seal of the Corporation shall bear the name of the Corporation, the year of its organization and the word "SEAL", the words denoting "CORPORATION NOT FOR PROFIT" and the state of incorporation. The seal may be used by causing it to be impressed or affixed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto.

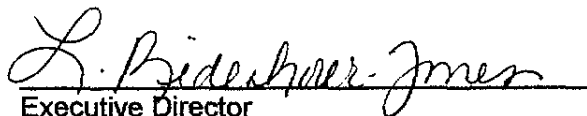
#### **ARTICLE VIII- CONSTRUCTION**

If there be any conflict between the provisions of the articles of incorporation and these by-laws the provisions of the articles of incorporation shall govern.

#### **ARTICLE IX - AMENDMENTS**

By-laws may be adopted, amended or repealed by the board of directors. If any by-law regulating an impending election of directors is adopted, amended or repealed by the board of directors, there shall be set forth in the notice of the next meeting amended or repealed, together with a concise statement of the changes made.

ADOPTED this 18 of March, 2006.

  
Executive Director



## **Articles of Incorporation of First Steps Resource Center, INC**

We, the First Steps Resource Center, INC, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

### **Article I:**

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### **Article III:**

The specific purpose will be to enhancing the overall state of well- being in the community of Palatka, Florida, and surrounding communities, through support services that primarily focuses on three key areas: Health, Education/Job Training, and Self-Reliance. The programs and services will be as such: weight loss, smoking cessation, diabetes management, high blood pressure management, career counseling, seminars, computer training classes, and a self help resource library.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 (c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

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This corporation is to exist perpetually.

### **Article VI:**

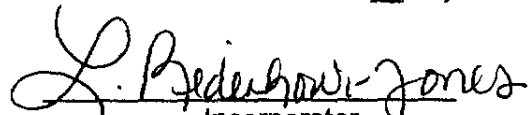
The name and address of the incorporator of these Articles is:

Latonya Ridenhour-Jones  
4096 Half Moon Circle  
Middleburg, Florida 32068

### **Article VII**

The street address of the initial registered office of the corporation shall be **4096, Half Moon Circle, Middleburg, Florida, 32068** and the name of the initial registered agent of the corporation at that address is **Latonya Ridenhour-Jones**.

In Witness Thereof, the undersigned has hereunto set their hand and seal on this 18 day of March, 2006.

  
Incorporator

FILED  
MAR - 7 PM 1:07  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION**

**Latonya Ridenhour-Jones** an individual residing in this State, having a business office identical with the registered agent office address of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of;

**Latonya Ridenhour-Jones** is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: *L. Ridenhour-Jones*

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**BY-LAWS of  
FIRST STEPS RESOURCE CENTER, INC  
A NOT-FOR-PROFIT CORPORATION**

**ARTICLE I - OFFICES**

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**REGULAR ANNUAL MEETINGS:** A regular annual meeting of the board of directors shall be of the Corporation shall be held on the 20th in the month of October of each year except that if such day be a legal holiday then in that event the directors shall fix a day not more than two (2) weeks from the date fixed by these by-laws. The secretary shall cause to be mailed to every director at his address as it appears on the membership roll book of the Corporation a notice stating that date, time and place of the annual meeting.

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#### **ARTICLE IV- DIRECTORS**

**MANAGEMENT OF THE CORPORATION:** The Corporation shall be managed by the Board of Directors, which shall consist of not less than three (3) Directors, nor more than 9 Directors, unless so directed by the Board as further defined in paragraph #4 below. Each Director shall be at least twenty-one (21) years of age,

**QUALIFICATION OF DIRECTORS:** Any honorable and ethical individual selected by the Board shall be eligible to become Directors of the Corporation; contingent upon he has the corporation's best interest in mind.

**TERM OF DIRECTORS:** Directors shall hold office for an initial term of two (2) years. Each term may be extended at the election and discretion of the Board. Each Director shall hold office until the expiration of the term for which elected and, or until a successor has been elected and shall have qualified, or until prior resignation or removal.

**INCREASE OR DECREASE IN NUMBER OF DIRECTORS:** The number of directors may be increased or decreased by a vote of the members or by a vote of the majority of all of the directors. No decrease in number of directors shall shorten the term of any incumbent director.

**NEWLY CREATED DIRECTORSHIPS AND VACANCIES:** Newly created director ships resulting from an increase in the number of directors and vacancies occurring in the board of directors for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the articles of in Corporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation; death or removal shall be elected to hold office for the term that has yet to be expired of his predecessor.

**RESIGNATION AND REMOVAL OF DIRECTORS:** A director may resign at any time by giving written notice to the board of directors, executive director or the secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt there of by the board of directors or such officer, and the acceptance of the resignation shall not be necessary to make it effective. The Board reserves the right to dismiss, by a vote of the majority of all of the directors, any director that is not fulfilling his obligation to the corporation.

**QUORUM OF DIRECTORS:** Unless otherwise provided in the articles of incorporation of the Corporation, a majority of the entire board of directors shall constitute a quorum for the transaction of business or of any other specified item of business.

**ACTION OF THE BOARD OF DIRECTORS:** Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is presented at such time, shall be the act of the board of directors. Each director present shall have one (1) vote.

## **ARTICLE V- OFFICERS**

**OFFICES, ELECTION AND TERM;** Unless otherwise provided for in the articles of incorporation, the board of directors may elect or appoint, one (1) President, (1) Secretary, (1) Treasurer and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers, with the exception of the executive director, shall be elected or appointed to hold office until the meeting of the board of directors following the annual meeting. Each officer shall hold office for the term for which elected or appointed and or until a successor has been elected or appointed and qualified.

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**PRESIDENT:** During the absence or disability of the executive director, the president, shall have all the powers and the functions of the executive director with the exception by a vote of the majority will take precedent in decision- making. The president shall perform such other duties as the board of directors shall prescribe.

**TREASURER;** The treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank or trust company as the board of directors may elect; and shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the Corporation, when countersigned by the executive director; and shall also sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the board of directors and shall be countersigned by the executive director. In the event a document relating to the executive director may need a counter signature, the president will then have powers relating to therein. The treasurer shall at all reasonable times exhibit the books and accounts to any director of the Corporation upon application at the office of the Corporation during ordinary business hours. At the end of each corporate or fiscal year, the treasurer shall have an audit of the accounts of the Corporation made by a committee appointed by the executive director, and shall present such audit in writing at the annual meeting, and at such time shall also present an annual report setting forth in full the financial condition of the Corporation.

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The seal of the Corporation shall bear the name of the Corporation, the year of its organization and the word "SEAL", the words denoting "CORPORATION NOT FOR PROFIT" and the state of incorporation. The seal may be used by causing it to be impressed or affixed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto.

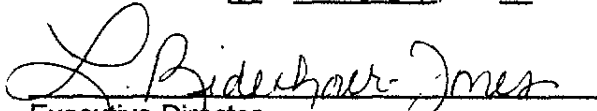
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ADOPTED this 18 of March, 2006.

  
Executive Director