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06 NOV -8 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-11-06

COVER LETTER

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

SUBJECT: Auntie Roz Children's Workshop 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: Roslyn Burrough
Name (Printed or typed)

4432 Roth Dr.
Address

Jacksonville, FL 32209
City, State & Zip

904-713-0885
Daytime Telephone number

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporations

Auntie Roz Children's Workshop, Inc.

ARTICLE I NAME

The name of the non-profit Corporation duly organized in the state of Florida shall be **Auntie Roz Children's Workshop, Inc.**

ARTICLE II PURPOSE

The purposes for which said Corporation is formed is exclusively for charitable, religious, educational projects and endeavors in the areas of educational, sociological, economic, scientific, technical and cultural development with in the meaning of section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III OFFICES

The principal office of the Corporation shall be located in the State of Florida. The post office address at which the principal office of this Corporation in the State of Florida will be located 4432 Roth Drive Jacksonville, Florida. 32209

ARTICLE IV MEMBERSHIP

Section 1. Membership: The Corporation shall have no members and its business and affairs shall be conducted and managed by the Board of Directors in accordance with these **Articles of Incorporations**.

BOARD OF DIRECTORS MEMBERSHIP - Board membership will be open to persons who are especially interested in, or who have an expertise in any one or more of the following fields: education, research, public service, economics, finance, management, legal, business and administration and shall be elected by the Board of Directors at its annual meeting.

ARTICLE V MEETINGS

Section 1. Annual and Regular Meetings: An annual meeting of the Board of Directors for the election of Board members and for the transaction of any other business that may be properly brought before it shall be held during the first month of each fiscal year which will begin January 1st.

Section 2. Special Meetings: Any special meetings may be called at any time by the President or by a majority of the Board of Directors by vote at a meeting, or in writing with or without a meeting.

Section 3. Notice of Meetings: Notice of the place, day and hour of every regular and special meeting shall be given to each Director at least one week before the meeting. (Notice of any meeting of the Board of Directors shall be deemed to have been given to any Directors who attend, or to any Director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice.) Notice of general membership meeting's place, day and hour shall be mailed or e-mailed to the directors.

Section 4. Quorum. At all meetings of the Board of Directors, a quorum shall consist of at least five (5) Directors shall be required for changes to the **Articles of Incorporations**. Except in cases in which it is by statute, by the Charter or by the **Articles of Incorporations** otherwise provided, the affirmative vote of a majority of such a quorum at a duly constituted meeting shall be sufficient to pass any measure. In the absence of a quorum, the Directors present by majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 5. Voting: The action of the majority of the Directors, present at a meeting at which a quorum is present shall be the act of the Board of Directors.. Any director of the Board of Directors may call for a secret ballot before a vote at a Board meeting.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Membership: The Board of Directors shall be composed of a minimum of five Directors. The maximum membership of the Board shall be eleven. Other individuals may be asked to participate in advisory roles, but such roles may have no direct influence on votes. Each member of the Board of Directors shall serve for 3 years unless he/she resigns, or is removed by a majority vote of all Directors whenever in the Judgment of the Board, the best interests of the Corporation would thereby be served. One-third of the Board shall be elected each year, except the first year when all Board Directors are elected. The Board of Directors may be elected for two successive terms.

Section 2. Powers. The entire and complete management of the Corporation shall be vested in a Board of Directors. In addition to the powers expressly conferred upon it by their **Articles of Incorporations**, the Board may exercise all the powers of the Corporation. From time to time, the Board may delegate to the officers of the Corporation such powers and duties as it may see fit in addition to those specifically provided in these **Articles of Incorporations**.

The Board shall have the following specific powers and duties:

- (a) Hire or cause the hiring of staff of the Corporation.
- (b) Except as specifically limited herein, and in the Articles of Incorporation, the power to form and amend the **Articles of Incorporations**.
- (c) By majority vote, determine the number of board members for the following year and how many board members need to be elected at least 30 days prior to the annual election.
- (d) Arrange for the annual financial statements of the Corporation provided for under Article IX, Section 9, hereof.
- (e) Exercise all other powers provided in the Corporation under Article IX.
- (f) Administer all funds defined in Article II. These include: Proceeds from the sale of bonds; Revenues that the Authority collects or receives from any source under the subtitle; Additional revenues, gifts, donations, or moneys received or paid to it from any other source authorized by law.

Section 3. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof, may be taken without a meeting if a written consent to such action is signed by all Directors of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

The names of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Harold Bachner, CPA
Lillie Granger, Elementary School Principal
Marilyn W. Williams, Newspaper Editor Jacksonville Advocate
Deborah Parson, Chief of Staff, Florida State Senator
Kevin Price, Owner Ollie Koalas Amusement Center
Corrine Brown, US Representative, Florida District 3
Gene Burrough, CEO Burrough Sports & Entertainment
Sherie McCall, Parent & Marketing Consultant
Dante' Ursin, CEO RPSQ Inc.

ARTICLE VII WORKING COMMITTEES

Section 1. The Board of Directors shall establish any committee deemed proper and necessary to fulfill the object and purpose of the organization. The committee shall perform all such duties as assigned by the President or the Board of Directors.

Section 2. The President shall appoint all committee chairpersons. In the event a vacancy occurs in any appointive chairmanship of this organization, the President shall appoint a successor to fill the remaining term.

Section 3. The committees will report as appropriate to the Board of Directors.

ARTICLE VIII ELECTIONS

Section 1. Election of Board of Directors

Subpart 1. Not less than thirty (30) days prior to the annual election, the President shall appoint a Nominating Committee of not less than 3 members. The appointments shall be subject to the approval of the Executive committee.

Subpart 2. The Nominating Committee shall not less than ten (10) days prior to the annual election, decide upon and make recommendations to the Board in writing, the names of candidates for the election. Others persons may also submit nominations, with the endorsement of a second, in writing to the Board not less than 25 days prior to the election.

Subpart 3. The Nominating Committee shall adopt rules regarding the election procedures subject to the approval of the Board of Directors. The proposed rules shall be presented to the Board prior to the election of the Board of Directors.

Subpart 4. Voting shall only be by directors present at an annual election meeting. No person shall cast more than one ballot.

Section 2. Vacancies. A vacancy in the Board of Directors or the Executive Committee may be filled by majority vote of the Executive Committee for the unexpired portion of the term.

ARTICLE IX OFFICERS

Section 1. The officers of the Corporation shall be a ceo/president, a vice-president, a secretary and a treasurer. The Board of Directors at the first meeting of the Board of Directors shall elect the officers of the Corporation. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office for a period of one year unless reelected or until a successor is duly elected and qualified or until he/she is removed in the manner hereinafter provided. No person may hold more than one office. All officers must be elected from among the Directors.

Section 2. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed at a Board meeting by a majority vote of all Directors whenever in the judgment of the Board, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3. Executive Committee. The Executive Committee shall consist of the officers of the Corporation elected by the Board. The Executive Committee shall exercise all powers granted by the Board of Directors in the management of the business and the affairs of the Corporation when the Board of Directors is not in session, save and except as limited by these **Articles of Incorporations** and also excepting the power to change these Bylaws, or the power to act in respect to subjects for which instructions have previously been given by the Board of Directors. However, no binding votes will be made during these meetings. The President may invite others to attend.

Section 4. President. The CEO/President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation under the direction of the Board of Directors. The President shall be selected from among the Directors. He/She may sign any deed, mortgage, bond, contract, or other instrument which the Board of Directors has authorized to be executed, except in cases where the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as prescribed by the Board of Directors from time to time. The President shall be an ex-officio member of the working committees.

Section 5. Vice-President: If the President is unable to perform his/her assigned duties, the Vice-President shall assume responsibility for those duties. He/she shall perform any duties as from time to time shall be assigned by the President or the Board of Directors.

Section 6. Secretary The Secretary shall (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these **Articles of Incorporations** or as required by law; (c) be the custodian of the corporate records and of the seal of the Corporation; (d) keep a register of the post office address of each Board Member which shall be furnished to the Secretary by such Board Members; and (e) in general perform all duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 7. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He/She shall disburse the funds of the Corporation

as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Board of Directors at the regular meetings of the Board of Directors or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation. All disbursements shall, however, be signed by any two of the following officers: President, Secretary, or Treasurer. If required by the Board of Directors, he/she shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his/her office and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Corporation. The Corporation shall pay the cost of such bonds.

Section. 8. Annual Report: The CEO/President or other executive officer of the Corporation shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and a statement of the results of operations for the preceding fiscal year, which shall be submitted at the annual meeting of the Board and filed within twenty (20) days thereafter at the principal office of the Corporation in the state of Florida,

Section 9. Salaries. The officers of the Corporation shall serve without salaries or compensation.

ARTICLE X CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name of or on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation greater than \$1000 shall be signed by two officers of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors. Otherwise, one signature will suffice.

Section 3. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such credit unions, banks, trust companies or other depositories as the Board of Directors may select, The monies of the Corporation shall be deposited in interest bearing accounts or savings certificates at such banks or depositories as may time to time be designated by the Board of Directors or invested in such bonds, securities or investments as may be authorized by the vote of a majority of the Directors. Such income may be deposited, pending disposition, in such

checking accounts as the Board of Directors may authorize from time to time. Disposition of the principal amount of such deposits or investments may be authorized only by the affirmative vote of the majority of all of the Directors. No funds of the Corporation may be distributed except for the purposes, and subject to the restrictions, set forth in the Articles of Incorporation.

ARTICLES XI FINANCIAL MATTERS

Section 1. Fiscal Year. The Board of Directors shall have the power, from time to time to fix the fiscal year of the Corporation by a duly adopted resolution.

Section 2. Budget. The amount of money required to sustain the activities of the Corporation for the next year shall be determined by the Treasurer and the President and submitted to the Board of Directors for approval at least one (1) month prior to the commencement of such fiscal year.

ARTICLE XII LIMITATION OF POWERS

Section 1. Not for Profit Requirements. The Corporation shall have no capital stock and is not organized for gain or profit, but is exclusively an organization for educational and community service purposes; and no part of its net earnings shall inure to the benefit of its directors, subscribers, donors, contributors, officers or other private individuals.

Section 2. Limit on Powers to Create Personal Obligations: Neither the officers, the Board of Directors, any committee or member, nor any agent or employee, of the Corporation shall have authority to contract any indebtedness or incur any obligation on behalf of any other member or contributor to the Corporation. No officer, director or agent of the Corporation shall ever be personally liable for any debt, contract, obligation, or tort of the Corporation, or of any other member, officer, director or agent.

ARTICLE XIII BONDS

The Board of Directors may require any officer, agent or employee of the Corporation to give a bond to the Corporation, conditioned upon the faithful discharge of his duties, with one or more sureties and in such amounts as may be satisfactory to the Board of Directors.

ARTICLE XIV SEAL

Section 1. SEAL. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "incorporated in Florida". The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof.

Section 2. Affixing Seal. Whenever the Corporation is required to place its corporate seal to a document, it shall be sufficient to meet the requirements of any law, rule or regulation relating to a corporate seal to place the word "(seal)" adjacent to the signature of the authorized officer.

ARTICLE XV PARLIAMENTARY RULES

The proceedings of all meetings of the Board of Directors, and all committees thereof, shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

ARTICLE XVI WAIVER OF NOTICE

Whenever any notice is required to be given pursuant to the Articles of Incorporation or pursuant to applicable law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted nor the purpose of any meeting need be set forth in the waiver of notice, unless specifically required by statute. The attendance of any person at any meeting shall constitute a waiver of notice of such meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully convened.

ARTICLE XVII DISSOLUTION OF ASSETS

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 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 a public purpose.

ARTICLE XVIII AMENDMENT OF Articles of Incorporations

The Board of Directors shall have the power, at any annual or regular meeting, or at any special meeting, to alter or repeal **Articles of Incorporations** and to make new **Articles of Incorporations**. Amendment to the **Articles of Incorporations** is accomplished by a sixty percent (60%) (rounded to the nearest whole person) vote of the total Board of Directors, provided written notice of the proposed action has been given each Board member at his last known address at least days prior thereto.

Incorporator Signature: _____

Date: 11-8-06

ROSLYN BURROUGHS
4432 Roth Dr.
Jacksonville, FL 32209

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
06 NOV -8 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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:

Auntie Roz Children's Workshop Inc.

2. The name and address of the registered agent and office is:

Harold Bachner
8834 Goodby's Executive Dr.
Jacksonville, FL 32217

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: _____

Harold Bachner

Date: _____

11/8/06