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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

PROFESSIONAL MINORITY NETWORK, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

**PROFESSIONAL MINORITY NETWORK, INC.
A FLORIDA CORPORATION NON PROFIT**

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of incorporation.

ARTICLE I: NAME

The name of the corporation shall be **PROFESSIONAL MINORITY NETWORK, INC.** (the "Corporation"). Said corporation is organized exclusively for charitable, educational and scientific purposes including for such purposes the making of distributions to organizations under section 501(C) (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

ARTICLE II: PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation shall be 7750 Taft Street, Pembroke Pines, FL 33024

ARTICLE III: PURPOSE

The Corporation is organized and shall be operated exclusively for religious, charitable, education, sports, athletics, and recreational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or to corresponding provisions of future federal tax legislations.

ARTICLE IV: LIMITATION OF POWERS

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented, unless limited as follows:

Section 1. DEDICATION OF ASSETS

All the property and assets of this corporation is irrevocably dedicated to charitable purposes meeting the requirements for exemption provided by Section 501(c) (3) of the Internal Revenue Code. No part of the net income or assets of this corporation shall ever incur to the benefit of any director, officer or to the benefit of any private person, 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.

Section 2. DEDICATION TO REFRAIN FROM POLITICAL ACTIVITY

No substantial part of the activities of the Corporation shall be the carrying on of propaganda 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 3. DEDICATION TO TAX EXEMPT PURPOSES

Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, carry on any other activities not permitted to be carried on 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.

The corporation is required to distribute its income for each taxable year at the times and in the manner as not to subject the corporation to tax under section of the Internal Revenue Code. In addition, the Corporation shall not, during any period and to the extent it is a private foundation described in section 509 of the Internal Revenue Code, (a) engage in any act of self-dealing; (b) retain any excess business holdings; (c) make any investments in a manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code; or (d) make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE V: LIMITATIONS UPON DISSOLUTION

Section 1. DURATION

This corporation shall exist perpetually unless dissolved in accordance with its the provisions of Chapter 617 of the Florida Statutes.

Section 2. LIMITATIONS UPON DISSOLUTION

This corporation shall be dissolved and its affairs concluded by a two-thirds vote of the Board of Directors.

Upon the dissolution, winding up or abandonment of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for use in furtherance of the Corporation as set forth in Article III of these Articles of Incorporation, to a nonprofit organization whose interest is sports, being operated for charitable purposes and qualified as tax exempt organization under Section 50 1(c) (3) of the Internal Revenue Code, or shall be distributed to the Federal Government, or to a State or Local Government, for a public purpose. 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 located, exclusively for such purposes or to such organization organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VI: BYLAWS

The initial bylaws of this corporation shall be adopted by Board of Directors at the initial meeting thereof. Thereafter, the Bylaws of this corporation may be altered, amended or repealed by act of the Board of-Directors in accordance with the bylaws in effect at the time of such proposed alteration, amendment or repeal provided that notice of any such proposed alteration or amendment is given in writing, to each member of the Board of-Directors at least two (2) business days prior to the meeting at which such alteration or amendment shall voted upon, and such meeting is otherwise held in compliance with the bylaws of this corporation.

ARTICLE VII: AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation of this corporation may be altered or amended by the Board of Directors in accordance with Bylaws in effect at the time of such proposed alteration or amendment provided that notice of any such proposed alteration or amendment is given, to each member of the Board of Directors, at least three (3) business days prior to the meeting at which such alteration or amendment shall be voted upon, and such meeting is otherwise held in compliance with the Bylaws of this corporation.

ARTICLE VIII: MANAGEMENT

Section 1. DIRECTORS

The affairs of this corporation shall be managed by the Board of Directors. The initial number of directors of this corporation shall be three (3). The number of directors may be increased or decreased from time to time according to the Bylaws of this corporation, but shall never be fewer than three (3). Directors shall be elected or removed in accordance with the procedure described in the Bylaws of this corporation.

-Section 2. OFFICERS

The officers of this corporation shall be a President, one or more Vice Presidents, a Secretary and one or more Assistant Secretaries, and a Treasurer and one or more Assistant Treasurers. These officers shall be appointed by the Board of Directors, and shall hold office in the manner provided in the Bylaws of this corporation.

Section 3. INITIAL DIRECTORS AND OFFICERS

The names and address of the persons who shall serve as the initial directors and officers of this corporation are as follows in accordance with the Bylaws:

Charmaine Laing: Director, President & Secretary
7868 NW 17th Place
Pembroke Pines, FL 33024

Cecelia Harty: Director, Vice-President and Treasurer
10808 Garden Ridge Court
Davie, FL 33328

Paul Laing: Director
1418 N.E. 150th Street
North Miami, FL 33161

ARTICLE IX: Membership

Membership in the Corporation shall be open to any person, family, corporation or other entity upon receipt by the Corporation of a written application and payment of an annual fee (if not waived) to be established by the Board of Directors. Admission to membership in the Corporation shall be by a majority vote of the Board of Directors. The authorized number, the different classes of membership dues (if any), voting rights, and other obligations, rights and privileges of members and the termination of membership shall be as set forth in the Bylaws of the Corporation.

ARTICLE X: Indemnification

Every person who now is or hereafter shall be a Director or officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, which he/she is or shall be made a party by reason of his/her being or having been a Director or Officer of the corporation (whether or not he/she is a Director or Officer of the corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

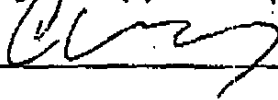
ARTICLE XI: INCORPORATOR

The name and address of the incorporator of this corporation is:

Charmaine Laing
7868 NW 17th Place
Pembroke Pines, FL 33024

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have)
executed these Articles of Incorporation this 22nd day of
October 2007.

Signature(s) of Incorporator(s)



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

PROFESSIONAL MINORITY NETWORK, INC.

2. The Name and Address of the registered agent and office is:

CHARMAINE LAING
7868 NW 17TH PLACE
PEMBROKE PINES, FL 33024

Signature: 

Title: President

Date: 10/28/07

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performances of my duties, and I accept the duties and obligations of section 607.325 Florida Statutes.

Signature: 

Date: 10/28/07