

N07000011092

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700111348667

11/06/07--01004--011 **87.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 NOV 15 PM 4:17

APPROVED
AND
FILED

N07-54799

pm 11/15/07



Pinellas County Head Start/Early Head Start *Friend of Families Foundation*

M. Juanita Heinzen, Executive Director
mjheinzen@pinellascountyheadstart.org

Board of Directors

Representatives

Connie Marmaro

President

Lounell Britt

Vice President

Joe Miller

Treasurer

Partners

Fifth-Third Bank

Clearwater

Neighborhood Housing

High Point Neighborhood
Family Center

Pinellas County Schools
(Even Start)

Hospice

KCS, Inc.

Savage Tech

Lealman Family Center

Sanderlin Neighborhood
Family Center

Healthy Families of
Pinellas County

Pinellas County
Cooperative Extension

Vineyard Church

Greene Chapel A.M.E.

St. Mark A.M.E. Church

Union Street United
Methodist Church

Pinellas Opportunity
Council

Brown & Brown Insurance

City of St. Petersburg

November 9, 2007

Becky McKnight, Regulatory Specialist II
New Filing Section
Florida Department of State – Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Friend of Families Foundation, Inc.
Ref Number: W07000054799

Dear Ms. McKnight:

We are in receipt of your correspondence dated November 6, 2007 regarding the above referenced filing. Corrections have been made to the Articles of Incorporation and we are now resubmitting the corrected original Articles of Incorporation, a copy of the Articles, and a copy of your correspondence per your directions.

Should you require any additional information, please feel free to contact me at 727-547-5930.

Sincerely,

Kimberly F. Williams
Fiscal Specialist

COVER LETTER

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

SUBJECT: Friend Of Families 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: M. Juanita Heinzen
Name (Printed or typed)

6698 68th Avenue N, STE D
Address

Pinellas Park, FL 33781
City, State & Zip

(727) 547-5920
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 6, 2007

M. JUANITA HEINZEN
6698 68TH AVE N STE D
PINELLAS PARK, FL 33781

SUBJECT: FRIEND OF FAMILIES FOUNDATION, INC.
Ref. Number: W07000054799

We have received your document for FRIEND OF FAMILIES FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

An effective date may be added to the Articles of Incorporation if a 2008 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

Letter Number: 307A00064611

Articles of Incorporation

In Compliance with Chapter 617, F.S., (Not-For Profit)

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

Mission Statement

The Friend of Families Foundation, Inc. shall support the improvement of life for low-income and challenged families through educational programs, cultural diversity awareness, technological advancements, and social services research.

Article I –Corporation Name

The name of the Corporation shall be **Friend of Families Foundation, Inc.**

The Corporation shall have a seal which shall be in the following form: round, bearing the name of the Corporation, address, and logo consisting of the initials FOF and a family representation.

The Corporation may at it's discretion by a vote of the membership body, change its name.

Article II – Principal Office

The principal place of business and mailing address of the Corporation shall be **6698 68th Avenue N, Suite D, Pinellas Park, FL 33781.**

Article III - Purpose

The Corporation shall be organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose for which the Corporation was organized includes, but is not limited to, the following:

- A. To increase public awareness and participation in the goals and objectives of Head Start in Pinellas County, the State of Florida, and nationally.
- B. To provide advocacy opportunities in support of the Corporation's mission for staff, board, community partners, benefactors, and community residents.
- C. To implement and establish activities that will provide opportunities for individuals, agencies, businesses, and organizations in fund-raising and public relations activities to address the many issues of low-income and challenged families.
- D. To serve as the corporate body to receive and administer funds and resources that can supplement and augment the Head Start mission through technology, supporting educational opportunities for low-income and challenged families, and assisting families towards employability, entrepreneurial endeavors, financial sufficiency, and educational opportunities.

APPROVED
AND
FILED

07 NOV 15 PM 4:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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. 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. Notwithstanding any other provision of these articles, 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 the 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 the corresponding section of any future federal tax code.

Article IV – Manner of Election

I. General Membership

- a. The corporation shall have a Board membership of no less than seven (7) members and no more than fifteen (15) members.
- b. Open to all for consideration of membership, all perspective Board members must be citizens of the United States and the State of Florida
- c. Fifty-one percent (51%) of the Corporation Board must not be current members of the Head Start Child Development and Family Services, Inc. Board of Directors or governance establishment.
- d. No one currently employed by Head Start Child Development and Family Services, Inc. is eligible for Corporation Board membership.
- e. Terms of membership shall be staggered. Qualifying Board members will initially draw lots of two (2) three year terms, three (3) two year terms, and all remaining terms shall be for one (1) year.

II. Officers

The method of election of directors is as stated in the bylaws.

- a. The **President** of the Corporation Board of Directors shall be an elected position and must meet the requirements of general membership. The President shall stand for election every two (2) years. An elected member whose term is less than two (2) years shall have authority to extend membership to cover the period of office.

The President is responsible for presiding at all meetings, and by virtue of office, be Chairperson of the Board. The President shall have authority to appoint committees, permanent and ad hoc, and work in cooperation with the CEO to further the mission and purpose of the Corporation. With the CEO, the President sets the agendas of meetings. The President is a primary advocate for the Corporation and consistently seeks out and engages area businesses, organizations and distinguished individuals to be involved with and/or support the Corporation.

- b. The **Vice-President** of the Corporation Board of Directors shall be an elected position and must meet the requirements of general membership. The Vice-President shall stand for election every two (2) years. An elected member whose

term is less than two (2) years shall have authority to extend membership to cover the period of office.

The Vice-President shall have authority to, in the event of the absence or inability of the President; demonstrate the Vice-Presidential office to conduct business at the same level of authority as if duly executed to the office of President. The Vice-President shall be a member of the Executive Committee of the Corporation.

- c. The **Secretary** of the Corporation Board of Directors shall be an elected position and must meet the requirements of general membership. The Secretary shall stand for election every two (2) years. An elected member whose term is less than two (2) years shall have authority to extend membership to cover the period of office.

The Secretary shall be responsible to keep the minutes of the Corporation. The Secretary shall be a member of the Executive Committee of the Corporation. The Secretary shall be responsible to give and serve notices to members with concurrence by the President and CEO. The Secretary shall be the official custodian of the Corporation seal and records. The Secretary shall present to the Board communication addressed to the office of Corporation Secretary. This office shall exercise all duties incident to the office of Secretary.

- d. The **Treasurer** of the Corporation Board of Directors shall be an elected position and must meet the requirements of general membership. The Treasurer shall stand for election every two (2) years. An elected member whose term is less than two (2) years shall have authority to extend membership to cover the period of office.

The Treasurer shall share with the CEO the care and custody of all monies belonging to the Corporation. The Treasurer shall be the primary Board member with responsibility to sign checks or drafts for the Corporation. No special fund shall be set up that shall make it unnecessary for the Treasurer to sign the checks prior to issuance. The Treasurer along with the CEO shall render a financial report at stated intervals to the Board of Directors.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving compensation from the Corporation for duties other than as a director or officer.

Article V – Removal of Director

Any director may be removed when sufficient cause exists for such removal. The Corporation Board of Directors may entertain charges against any director. Grounds for removal will include, but may not necessarily be limited to, missing three (3) board meetings during a yearly period, disruptive and/or aggressive behavior, conviction of a felony, or behavior such as to damage the reputation of the Corporation. A majority vote at a regular or special meeting that has a quorum is sufficient for removal.

Article VI - Committees

Committees of the Corporation shall be either a standing committee authorized by these articles of incorporation or an ad-hoc committee with duration determined by its appointed purpose to last no more than one year or less at the discretion of the Board and/or the President.

Standing Committees:

Executive Committee: The Corporation's Board of Directors officers constitute the Executive Committee. In addition to their individual duties, the Executive Committee members are empowered by these articles of incorporation to act on behalf of the Corporation's Board during periods of sabbatical and in emergencies.

Financial Committee: The Financial Committee shall consist of the President, Treasurer, CEO, and two other members to be appointed by the President.

Article VII - Meetings

The annual membership meeting of the Corporation shall be held in November of each year. The Board of the Corporation shall annually fix the exact date which shall always be in the appointed month unless impaired by natural disaster or other extreme conditions beyond the Corporation's control. In such cases, the Corporation shall at its earliest convenience meet the burden of this requirement.

The Corporation Board shall meet bi-monthly. These regular meetings shall be held at 6698 68th Avenue N, Suite D, Pinellas Park, FL or another announced site as necessary. The Secretary shall ensure that notices are mailed to all Corporation Board members announcing the date, time, and place of meetings.

The Corporation Board must have forty-two percent (42%) of its membership, in good standing, present to establish a quorum and conduct official business for the Corporation. A lesser percentage may receive information and/or presentation or adjourn. A percentage of attendance less than the quorum mandated by these articles of incorporation is not authorized to vote or conduct official business.

Special meetings of the Corporation Board of Directors may be called by the President when deemed necessary for the Corporation's best interest. A quorum must be met in order for official Corporation business to be conducted. Assemblies with less than a quorum must adjourn. No information or reports may be shared. The Secretary must ensure that notice is given to all Board members and that they are notified of the meeting's date, time, location, and purpose. No other business but the specified purpose in the notice may be transacted at a special meeting without unanimous consent of all present at such a meeting.

At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear a place on such a ballot that might solicit the identity of the voter. Votes by ballot shall be preceded by the appointment of 2-3 "Vote Inspectors" by the chairperson or the President, and shall at the conclusion of such balloting, submit in writing the results of the vote. Vote inspectors must never be a candidate for office or have a personal interest in the outcome of the vote.

Order of Business:

1. Sign-In
2. Approval of the Minutes of the preceding meeting
3. Receive the CEO's Report
4. Receive committee reports
5. Old and Unfinished Business
6. New Business
7. Open Agenda
8. Adjournment

Article VIII - Compensation

The Board of Directors of the Corporation shall approve and fix all compensation any employees or contracted staff which in their discretion is necessary for the conduct of Corporation business.

Article IX - Staff

The position of **Chief Executive Officer** (CEO) shall be a staff position and supplemented by salary.

The CEO shall be responsible to file any certifications required by any statute, federal or state.

The CEO shall have the authority to research and present projects, contract for staff assistance, set the Corporation's calendar for Board approval, have authority for public relations activities and promotions, and to conduct the general day-to-day business of the Corporation.

The CEO shall have the responsibility of continuously seeking ways to enhance the Corporation's fiscal stability.

The CEO shall have the authority to sign checks and drafts and to execute contracts for the Corporation.

The CEO shall be hired by the Corporation's Board of Directors and will be evaluated at least bi-annually by the Board's Executive Committee.

The CEO shall work with the Treasurer and have care and custody of all monies belonging to the Corporation, and cause such monies to be deposited in a regular business bank or trust company.

The CEO shall work with the Board Treasurer to render financial reports at agreed upon intervals to the Corporation Board of Directors.

Article X – Dissolution of Corporation

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 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. Any such assets not so disposed 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 or

organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

Article XI

These Articles of Incorporation may be altered, amended, replaced, or added to by an affirmative vote of not less than two-thirds (2/3) of the Board members.

Article XII

The name and address of the Initial Registered Agent for the Corporation is:

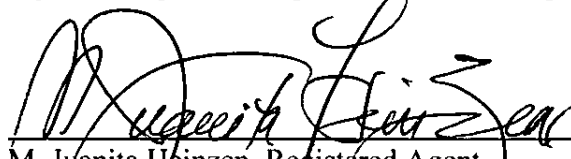
Name: M. Juanita Heinzen **Address:** 6698 68th Ave N., Suite D, Pinellas Park, FL 33781

Article XIII

The name and address of the Incorporator for the Corporation is:

Name: M. Juanita Heinzen **Address:** 6698 68th Ave N., Suite D, Pinellas Park, FL 33781

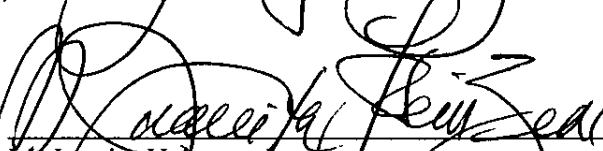
Having been named as registered agent to accept service of process for the above Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



M. Juanita Heinzen, Registered Agent

10-29-07

Date



M. Juanita Heinzen, Incorporator

10-29-07

Date

APPROVED
AND
FILED
07 NOV 15 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA