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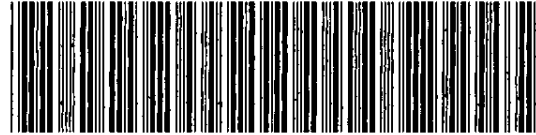
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: _____

Brinson Ministries 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: _____

Frankie Walls

Name (Printed or typed)

5285 NW 70th Ave

Address

Lauderhill, FL 33319

City, State & Zip

954-533-5661

Daytime Telephone number

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

ARTICLES OF INCORPORATION

Brinson Ministries, Inc.

The undersigned incorporator(s), a natural person 18 years of age or older, in order to form a corporate entity adopts the following articles of incorporation.

ARTICLE I NAME/ PRINCIPAL OFFICE

The name of this corporation shall be Brinson Ministries, Inc.

The principal office address is 313 Largovista, Oakland Florida 34787

The mailing address of this Corporation is 313 Largovista, Oakland Florida 34787

ARTICLE II PURPOSES OF THE CORPORATION

This corporation is organized exclusively for religious, charitable, scientific and educational purposes, more specifically to promote the establishment of family ideals through Christianity. The corporation shall provide religious and charitable services in the manner that is beneficial to the public interest namely:

(1) To operate a non-profit family support organization to educate and empower inner city communities by building family relationships while promoting Christianity with biblical applications and bible based teachings, to institute community development programs, child daycare, afterschool programs, cultural identification and awareness, workshops, educational support and maintenance, economic revitalization, housing assistance, debt management, mentoring, youth services, outreach and halfway houses for offenders and counseling (divorce, abstinence, domestic violence); to encourage families through Christian principles in developing and nurturing their families.

(2) The general purposes and powers are to have and exercise all rights and powers conferred on non-profit corporations under the laws of Florida non-profit corporations, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property; provided, however, that this corporation shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

(3) Notwithstanding any of the above statements of purposes and power, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

To this end, the corporation shall at all times be operated exclusively for religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 2001, as now enacted or hereafter amended, 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 of 2001, as now enacted or hereafter amended.

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All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III **PROHIBITIONS**

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. *No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation to be paid to the CEO/President, Executive Director, and Secretary or Treasurer; also reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes.* Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. 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 of 2001, as now enacted or hereafter amended, (b) by a corporation, contributions to which are deductible under section 170 (c) (1) or (2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

ARTICLE IV **MANNER OF ELECTION OF DIRECTORS**

The directors shall be appointed by Eullas Brinson. Subsequent elections will be held yearly and or a majority votes elected by the executive governing body of the corporation/Brinson Ministries, Inc.

ARTICLE V **PRESIDENT/CEO**

The initial CEO/President of the corporation shall be the following named person whose address shall be the same as the initial principal office of the corporation as set forth in Article II hereof:
Eullas Brinson

ARTICLE VI DURATION/TERM OF EXISTENCE

The duration of the corporation's existence shall be perpetual and shall commence of the date these articles are filed.

ARTICLE VII CAPITAL STOCK

The corporation/Brinson Ministries, Inc shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE VIII MEMBERSHIP/BOARD OF DIRECTORS

The corporation/Brinson Ministries, Inc. shall have one or more classes of members, as provided in the corporation's bylaws. *The management of the affairs of the corporation/Brinson Ministries, Inc. shall be vested in the Board of Directors, whom shall solely govern the operations of Brinson Ministries, Inc as defined in the corporation's bylaws.*

Directors shall have the right, title, or interest in or to any property of the corporation upon approval of the board of directors.

The number of Directors constituting the first Board of Directors are the names and addresses being as follows:

<u>Name</u>	<u>Address</u>
Eullas Brinson	313 Largovista Oakland, FL 34787
Lujean Grace	313 Largovista Oakland, FL 34787
David W. Fletcher	4941 NW 17 th Court Lauderhill, FL 33311

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly appointed, elected and our qualified for designated terms, or removed as provided in the bylaws.

ARTICLE IX **PERSONAL LIABILITY**

No (member) officer or Director of this corporation/Brinson Ministries, Inc. shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE X **EFFECTIVE DATE**

These articles of incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XI **AMENDMENT**

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the members, and approved to a member's meeting by a majority of the members, unless all directors and all members sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE XII **IDEMINIFICATION**

The Corporation shall indemnify a director of the Corporation who was wholly successful, on merits or otherwise, in the defense of any proceeding to which the director or officer was a party because a director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding.

The Corporation may indemnify an individual made a party to a proceeding because the individual made a party to a proceeding because the individual is or was a director, officer, employee, or agent of the corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee, or agent, as the case may be, is permissible in the circumstances because the director, officer, employee, or agent has met the standard of conduct set forth by the Board of Directors.

The indemnification and advancement of attorney fees and the expenses for directors, officers, employees and agents of the corporation shall apply when such persons are serving at the corporations request while a director, officer, employee, or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee, benefit plan or other enterprise, whether or not for profit, as well as in their official capacity.

The Corporation may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee, or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding.

The Corporation may also purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee, or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law.

All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is a director, officer, employee, or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be severable and provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include their heirs, estates, executors, administrators, and personal representatives of such persons.

ARTICLE XIII **COVENANT NOT TO SUE**

The corporation/Brinson Ministries, Inc agrees that it will never institute any action or suit at law or in equity against any director or officer of the corporation, nor institute, prosecute, or in any way aid in the institution or prosecution of any claim, demand, action, or cause of action for damages, costs, loss of services, expenses, or compensation for or on account of any damage loss or injury either to person or property, or both, whether developed or undeveloped, resulting or to result, known or unknown, past present, or future, arising out of a director or officer of the corporation's service to the corporation.

ARTICLE XIV **DEDICATION AND DISTRIBUTION OF ASSETS**

Assets of the corporation are permanently dedicated to the furtherance of the specified exempt purposes set forth in Article.

ARTICLE XV **DISSOLUTION**

At the time of dissolution of the corporation/Brinson Ministries, Inc., the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 501(c) 3 of the Internal Revenue Code of 2001, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

ARTICLE XVI **CORPORATION SEAL**

The seal of the corporation shall be as particularly shown in the following impression:

Registered Agent is:

Eulas Brinson
313 Largo Vista
Oakland FL 34787

Eulas Brinson
Registered Agent

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TALLAHASSEE, FLORIDA

ARTICLE XVII **INCORPORATOR(S)**

The incorporator(s) of this corporation is/are: **Frankie Walls**

The undersigned incorporator(s) certifies that she/he/they execute(s) these articles for the purposes herein stated. In Witness Whereof, we have hereunto set our hand and the seal acknowledged and filed the foregoing Articles of Incorporation for Brinson Ministries, Inc. a nonprofit charitable organization, under the laws of the state of Florida this 7th day of May 2008.

Frankie Walls

Subscriber/ Incorporator

Frankie Walls
5285 NW 70th Avenue
Lauderhill, FL 33319