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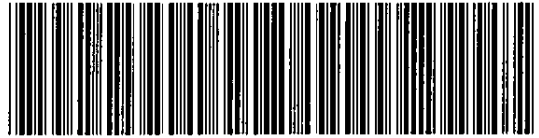
(Business Entity Name)

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2009 JUN -8 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUN 09 2009  
J. SHAW

## COVER LETTER

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

SUBJECT: Ambassador Miracle Village 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: Dr. G. Horatio Loudon  
Name (Printed or typed)

4850 North State Road Seven, Bldg G, Suite 111  
Address

Lauderdale Lakes, Florida 33319  
City, State & Zip

754-235-2422  
Daytime Telephone number

sirgiff@bellsouth.net  
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

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

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## ARTICLES OF INCORPORATION

### In Compliance with Chapter 617, F.S., (Not for Profit)

Article 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 The State of Florida, do hereby certify:

**Article 1:** The name of the Corporation shall be Ambassador Miracle Village Inc.

**Article 2:** The place in this state where the principal office of the Corporation is to be located is 4850 North State Road Seven, Building G, Suite 111, in the City of Lauderdale Lakes, Broward County, Florida 33319.

**Article 3:** Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes as providing assisted living facilities, adult day care health services, temporary housing for battered and abused women and their under age children and related social services to needy residents of Broward County, 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.

**Article 4:** The Directors were appointed and approved by voice vote at the first meeting of the corporation. Any additional Directors must be elected by unanimous vote of the initial directors listed below.

**Article 5:** The names, titles, and addresses of the persons who are the initial directors of the corporation are as follows:

Name Dr. Winsome T. Lynch/Louden, President, Address 5035 Sabreline Terrace, Greenacres, Florida 33463.

Name Dr. G. Horatio Louden, Vice President, Address 5035 Sabreline Terrace, Greenacres, Florida 33463.

Name Jennifer White, Treasurer, Address 3776 NW 107 Way, Sunrise Florida 33351.

Name Ingrid Jarrett, Secretary, Address 11109 NW 39 Street, Apt. #303, Sunrise, Florida 33351.

Name Alcia Cranston, Director, Address 2300 NW 44<sup>th</sup>. Avenue, Lauderhill, Florida 33313.

**Article 6:** 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 Third 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, 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."

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 7:** The Annual Accounting Period of the corporation shall be January 1<sup>st</sup>. to December 31<sup>st</sup>.

**Article 8:** The Board of Directors of Ambassador Miracle Village Inc, Inc reserve the right to appoint qualified competent professionals to be responsible for the day to day operations of the organization and to provide remunerations as the board deem appropriate.

**Articles 9:** The Initial Registered Agent and Street Address is:

Dr. G. Horatio Loudon  
5035 Sabreline Terrace  
Greenacres, Florida 33463

**Article 10:** The name and address of the Incorporator is:

Dr. G. Horatio Loudon  
5035 Sabreline Terrace  
Greenacres, Florida 33463

**Article 11:** Upon the 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 of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then 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 12 – BOARD OF DIRECTORS**

**Section 1: Board Role, Size, Compensation.** The Board is responsible for overall policy and direction of the Council, and delegates responsibility for day-to-day operations to the Council Director and committees. The Board shall have up to seven and not fewer than five members. The board receives no compensation other than reasonable expenses.

**Section 2: Meetings.** The Board shall meet at least four times in each calendar year, at an agreed upon time and place.

**Section 3: Board Elections.** Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

**Section 4: Terms.** All Board members shall serve one year terms, but are eligible for re-election.

**Section 5: Quorum.** A quorum must be attended by at least sixty percent of the Board members before business can be transacted or motions made or passed.

**Section 6: Notice.** An official Board meeting requires that each Board member have written notice two weeks in advance.

**Section 7. Officers and Duties.** There shall be four officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.

The Vice-Chair will chair committees on special subjects as designated by the board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting

announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

**Section 8: Vacancies.** When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be send out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

**Section 9: Resignation, Termination and Absences.** Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences and lateness from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

**Section 10: Special Meetings.** Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be send out by the Secretary to each Board member postmarked two weeks in advance.

## **ARTICLE 13 - COMMITTEES**

**Section 1:** The Board may create committees as needed, such as fundraising, housing, etc. The Board Chair appoints all committee chairs.

**Section 2:** Three officers serve as the members of the Executive Committee., the president, the vice president and the secretary. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

**Section 3: Finance Committee.** The President is chair of the Finance Committee, which includes two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

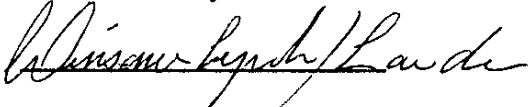
## ARTICLE 14 - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.


These Bylaws were approved at a meeting of the Board of Directors of Ambassador Miracle Village Inc on Friday May 29<sup>th</sup>, 2009.

In witness whereof, we have hereunto subscribed our names this 29<sup>th</sup>. Day of May 2009.

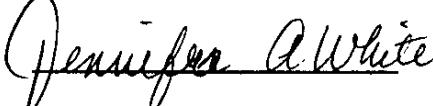
Winsome T. Lynch/Louden



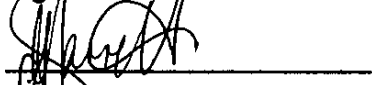
G. Horatio Loudon



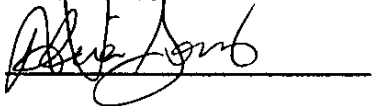
Jennifer White



Ingrid Jarrett




Alcia Jones



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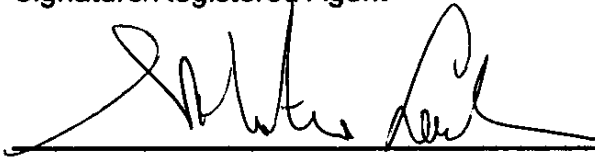
Having been named as registered agent to accept service of process for the above corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



June 2<sup>nd</sup>. 2009

Signature/Registered Agent

Date



June 2<sup>nd</sup>. 2009

Signature/Incorporator

Date

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