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DIVISION OF CORPORATIONS
11 FEB 28 PM 1:18

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COVER LETTER

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

SUBJECT: Seminole County Coalition for Change, 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: Theobie Wells, Jr.
Name (Printed or typed)

P.O. Box 1334
Address

Sanford, FL 32772-1334
City, State & Zip

407-323-7169
Daytime Telephone number

tobywellsjr@aol.com
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 21, 2011

THEOBIE WELLS JR
PO BOX 1334
SANFORD, FL 32772-1334

SUBJECT: SEMINOLE COUNTY COALITION FOR CHANGE, INC.
Ref. Number: W11000010229

We have received your document for SEMINOLE COUNTY COALITION FOR CHANGE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 111A00004368

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

SEMINOLE COUNTY COALITION FOR CHANGE, INC.

ARTICLE I NAME AND ADDRESS

The name of the corporation is Seminole County Coalition For Change, Inc. the temporary principal place of office of the Corporation, 919 South Persimmon Avenue, Sanford, Florida 32771 and its mailing address is United States Post Office Box 331, Sanford, Florida 32772. The registered office of the corporation shall initially be situated at the location stated within the article of incorporation and may, at a later date, be moved to such other location as the Board of Director(s) may from time to time designate.

ARTICLE II CORPORATE DURATION AND PROHIBITED ACTIVITIES

The duration of the corporation is perpetual. Notwithstanding any other provision of these by-laws or any other provision of these by-laws or the Articles of Incorporation this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under section 501 C (3) or section of the Internal Revenue Code and its regulations, now existing or hereafter amended.

ARTICLE III PURPOSE OR PURPOSES

The primary objective and purpose of this corporation shall be for charitable events, mentor the youth, give guidance to young adult in spiritual and social matter, provide educational stimulus and literary purposes within the meaning of section 501 C (3) of the Internal Revenue Code. This institution is non political and shall be devoted to promoting a spirit of brotherhood and a closer association between the members of the organization, and to up hold and maintain the Constitution of the United States of America and all the subdivision thereunder, and to assist in the maintaining of law and order.

ARTICLE IV MEETING AND ORDER OF BUSINESS

Annual meeting: All meeting shall be conducted by the Robert rules of Order and maybe revised from time to time insofar as such rules are inconsistent with or in conflict these Bylaws. The membership shall hold annual meetings each year at the principle office of the corporation or such other place or places as may be determined by the Board of Directors and according to the established rules, regulation in the by-laws. Meeting of the Seminole County Coalition for Change, Inc., will meet the second Monday of each month or any other time that the Board deem appropriate.

Place of Meeting:

The meeting of the Seminole County Coalition for Change, Inc., shall be held once a month, on or about the second Monday of the month at 919 South Persimmon Avenue, Sanford, Florida 32771, so designated or unless otherwise advised. Special meetings maybe called when deemed necessary by the Board. Any Executive Board Member or Committee members who have four (4) unexcused absentees per year shall be automatically terminated from the Executive Board.

Notice(s) of Meeting:

Regular meeting of the Board maybe communicated in a manner sufficient to notice all members of the meeting. Such notice shall be address to each director and member(s) at his/her location as reflected on the corporation registry. If a meeting is called and there be no quorum, the meeting must be adjourned with notice of the time and place of holding being fixed at the meeting adjourned. Notice shall be given of any adjourned regular or special meeting to director(s) absent from the original meeting.

Waiver of Notice and Consent to hold Meeting:

The transactions of any meeting of the board however called and noticed or where held, are as valid as though the meeting had been duly held after proper notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof at the next scheduled meeting. All such waivers, consents or approval shall be filed with the corporate records or made a part of the minutes of the corporation meeting.

Quorum for Meeting:

A quorum shall consist of 2/3 of the Directors and its Members. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or bylaws, no business shall be considered by the board at any meeting at which a quorum, as herein defined, is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. When a meeting is adjourned for lack of a quorum, it shall not be necessary to give notice of the time and place of the adjourned meeting, other than by announcement at the meeting at which the adjournment took place except, as provided by Notice of Waiver requirement supra.

Action of the Board:

Every action or decision done or made by a majority of the board of directors present at the meeting duly held at which a quorum is present is the action of the Board of Directors. Further, unless the Articles of Incorporation, or bylaws of this corporation, or provisions of the Florida non-profit Corporation Law(s), particularly those provision relating to appointment of committees, that may approval all contracts or transactions in which a director has a material,

financial interest, the board shall provide indemnification as provided herein, and may require a different voting rules to be applied for approval of the matter by the board.

Conducting the Meeting:

Meeting of the Board of Directors shall be presided over by the President. If in the absent of the President said Vice President shall conduct the meeting of the corporation. The Secretary of the corporation shall act as secretary of all meetings of the board, providing that, in his/her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. All business conducted shall be recorded and placed in the minutes of the corporation record.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 611 S. Locust Avenue, Sanford, Florida 32771 and the name of this initial registered agent at such address is Theobie Wells, Jr.

ARTICLE VI
DISSOLUTION OF THE CORPORATION

This corporation is organized pursuant to the general Non-Profit Corporation Law of the State of Florida, the property of this corporation is irrevocably dedicated to community and charitable purposes and upon liquidation, dissolution or abandonment, shall not inure to the benefit of any private person, said asset shall be distributed for one or more exempt purpose within the meaning of section 501 C (3) or applicable section of the Internal Revenue Codes, or the corresponding section of any future federal tax code, or shall be only distributed to a corporation organized and operated for community or charitable purposes. 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 this 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 VII
DIRECTORS

A. The number of directors constituting the initial Board of Directors of the corporation is four. However, that number is subject to change pursuant to the bylaws and Articles of Incorporation as set forth herein. They are the Incorporation group that comprises the board. The names and addresses of the person or persons who are to serve as members of the initial Board of Directors, each to hold office until the First annual meeting of the member(s) of this Corporation or until their successor's are elected or appointed and have qualified are setforth herein as:

Name	Address
Otis C. Raines Chief Executive Officer/President	416 Bay Avenue, Sanford, Florida 32771
Calvin Donaldson Vice-President	108 Scott Drive, Sanford, Fl 32771
Andrew Rolle Treasurer	1320 S. Oleander Ave., Sanford, Florida 32771
Cedric Coleman Secretary	627 San Lata Circle, Sanford, Florida 32771

B. The number of directors may be either increased or diminished from time to time by the Board of Directors or the member(s) in accordance with the bylaws of this corporation. General management of the affairs of the organization shall be vested in the Board of Directors. The election of Directors: The Board of Directors shall be elected by the members of the organization at the annual meeting of the members by a majority vote of the members present at such meeting as provided in Article IV supra.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in special events and/or attending special meetings that have been approved by the Board of Directors.

D. Nothing in this article shall be construed to preclude the Directors or Committee Members from serving the corporation in any other capacity and receiving compensation therefor.

E. Removal, Termination from office: The Board of Directors may vote to remove any Officer(s), or Member(s) either for cause, at any time. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President, Vice President or Secretary of the Corporation. Resignation shall take effect on the date of such receipt of said notice or at a later date specified therein, and unless otherwise specified therein, the acceptance of such resignation will take effect immediately.

F. In case one or more vacancies shall occur on the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the members of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the members have acted to fill the vacancy. The President and the Board of Directors may declare vacant the office of a director who has been absent four times unexcused within the year and may fill said position with a qualified member and such approval must be by majority vote.

ARTICLE VIII

INCORPORATOR

The name and address of each incorporator is specified herein as that of: Otis C. Raines of 416 Bay Avenue, Seminole County, Sanford, Florida 32771

ARTICLE IX OFFICERS AND MEMBERS

The officers of Seminole County Coalition For Change, Inc., shall consist of the President, Vice-President, Secretary, and Treasurer and designated assistants as deemed necessary. These officers shall serve as officers of the Board of Directors together with such other members of the Board of the Directors as may be deemed necessary as set out by Articles herein of the By-Laws of this corporation. Their duties, requirements and terms of office are set forth and governed by its By-Laws.

President Term of Office: The President shall be a member of the Board of Directors. He shall remain in Office until the Board of directors elects a new Officer or resignation occur, then an election of the Members of the Board must vote to retain or elect a new President for the succeeding term.

Vice-President Term of Office: Vice-President shall be a member of the Board of Directors. He shall serve until the Board of Directors elects a new officers or resignation. Duties of the Vice President is to assist the president as designated to preside over the Board Meetings in the absent of the President. In the absence of the President he shall have the power to call special meetings by approval of the Board. The principle duties of the vice president shall be to discharge the duties of the president in the event of absence or disability, for any cause whatever, of the latter.

Treasurer Term of Office: The treasurer of the corporation shall serve until the Board of Directors elects a new officer or resignation. Duties of the treasurer are to maintain accurate financial record of the corporation and account for all disbursement and receivable. A report shall be presented at each annual business meeting. The treasure shall pay all bills when authorized by the President. He shall render a statement of all receipts and expenditures at the business meetings of the corporation, and deposit all funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Director. Receive and give receipt for monies due and payable to the corporation from any source whatsoever. The treasure shall sign all checks, which will be countersigned by the President of the corporation.

He shall keep and maintain adequate and correct accounting of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursement, gains and losses. Exhibit at all reasonable time the books of account and financial records to any director of the corporation or to his or her attorney, on request thereof. Render to the President and directors, whenever requested, an account of any or all of his transactions as treasure and of the financial condition of the corporation. Prepare or cause to be prepared and

certify, or cause to be certified, the financial statements to be included in any required reports. Moreover, he is to perform all duties incident to the office of Treasure.

Secretary term of office: The secretary shall serve until the Board of Directors elects a new officer or resignation. Duties of the Secretary are to maintain written records of the corporation and business meeting of the corporation. He/She shall certify and keep at the original records, copy of these Bylaws and Articles of Incorporation to date.

Further, He will keep at the principle Office of the corporation or as such other place as the board may determine, a book of minutes or all meetings of the directors and if applicable, meeting of the committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice was given, or a copy of the waiver notice must be on file, the names of those present or represented at the meetings and the proceedings thereof.

The Secretary must see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. He will maintain custody of the records as custodian and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws. When these records are approved and signed by the President they shall be considered the legal records of the corporation.

Standard of Membership: If this corporation makes no provision for members, then pursuant to the Nonprofit corporation laws of the state of Florida, any action which would otherwise, under law or the provision of the articles of Incorporation or Bylaws of this corporation, required approval by a majority of all members or approval of the Board of Directors.

The standard of membership shall be that such person is of good moral character and of god reputation. Moreover, membership shall be of two classes: Active and Honorary. The requisite for Active member is that the person be interest in the improvement of the community, not for selfish gain or personal benefit, and must attend meeting regularly unless excused. Active Members will have voting rights as to issue(s) regarding the corporation business. However, honorary member: Those distinguished for service to the community. They shall be elected to the association upon recommendation from the Executive Board. They may not vote or hold office.

Discipline: Any member who shall willfully absent himself/herself from the regular services for a period of four consecutive months without good cause or more or who shall be under criminal charges (Felony offense) shall be temporarily suspended from active membership pending an investigation of the Board of Directors.

ORDINANCES AND DUTIES

A. This corporation shall have the power to perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.

B. It shall have appointment and removal powers, to employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.

C. It shall supervise all officers, agent and employees of the corporation to assure that their duties are performed properly.

D. They shall meet at such place and time as is required by these Bylaws.

E. Register their addresses with the Secretary of the corporation and notices of meeting will be mailed, telegraphed, or phone calls to them at such addresses that be valid for notices thereof.

F. Vacancies on the board may be filled immediately by the President with the approval of the board, or if the number of directors then in office is less than a quorum by (i) the unanimous written consent of the directors, (ii) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice requirement supra, and/or (iii) by majority vote of members at said meeting.

G. The Officers of the corporation shall be the President, Vice President, Secretary, and Treasurer and Assistant Directors to the Vice President, Secretary and Treasurer. Any person may serve as officer of this corporation provided he/she meets the criteria of the bylaws and guidelines.

Officers do not have to also be on the Board of Directors, however, they must be appointed by the President and elected by a majority vote by the Board of Directors and must be present during the election process when the board determines the election of the candidate. Each officer may hold office for two years or until he/she resigns or is removed or is otherwise disqualified to serve or until his or her successor shall be elected and qualified whichever occurs first.

Active members in good standing may send written ballots expressing their performance of candidates to the Executive Board, who shall present a slate to the association (members in good standing) at its annual meeting.

A majority of those present and voting shall elect the position being voted on. Whereas when there is only one candidate for each office being voted for, the election maybe by acclamation. The election of officers shall by show of hands, said election being held every two years on its annual corporation meeting.

H. There should be an advisory committee that is determined by the Board of Directors, and at least three (3) members as appointed who will advise the Board of Directors regarding certain matter of the corporation.

I. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation. However, all gifts, bequests, contributions or devise for charitable or public purposes must be accepted by receipt of a written document presented first to the President with notification to the Board of Directors from the contributing source. All gifts, donations, contributions, bequests, must be presented at the next schedule meeting of the Board of Directors.

J. Each and every provision hereof is to be regarded and construed as so far independent of every other provision that if it shall be determined that any provision is invalid such determination shall not affect the validity of any of the remaining provisions, and the corporation Articles of Incorporation, Bylaws, and rules governing the operation of Seminole County Coalition For Change, Inc., hereunder shall be administered to carry out as far as possible the purpose of it designation.

ARTICLE X AMENDMENT TO ARTICLES

These articles of incorporation may be amended, appealed or altered in whole or part by a majority vote at any duly organized meeting of the member(s) at which a quorum shall be present. Notice of the proposed change shall be published in written form and mailed to each board member(s) at his/her last known address at least ten (10) days prior to the meeting. The proposed change or amendment to the By Law or the Articles of Incorporation shall, prior to notice being given of such meeting, be ratify and approved by the Board of Directors by a majority vote of the directors present at such Board of Director's meeting. Only those directors present may cast their vote on the action before the meeting. Copies of such revised or amended Bylaws or Charter shall be given to any members in good standing upon request.

ARTICLE XI BY-LAWS

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the member(s) or the Board of Directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the member(s) shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the member(s) without a quorum.

FISCAL YEAR

The fiscal year of the corporation shall commence on the inception of corporation and terminate on the 31st day of each calendar year.

ARTICLE XII INDEMNIFICATION

The Corporation may be empowered to indemnify any officer or director, or any former officer or director, by a majority vote of a quorum of directors or by a majority vote of a quorum of members, who were not parties to such action, suit or proceeding, in the manner provided in section 607.0850 of the Florida Statutes, as amended. If such indemnification is authorized by the directors, or member(s), expenses incurred in defending such civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding in the manner described in subsection 6 of section 607.0850 of the Florida Statutes, as amended, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless he/she is found to be entitled to such indemnification.

ARTICLE XIII INSURANCE FOR CORPORATE AGENTS

The board of Directors may adopt a resolution authorizing the purchase and maintenance of liability insurance on behalf of the board of Directors of the Corporation against any liability other than for violation the provision of the law relating to self dealing asserted against or incurred by the agent in such capacity or arising out of the agent's statute as such, whether or not the corporation would have the power to indemnify the agent of such liability under the provision of the Florida Nonprofit corporation law.

ARTICLE XIV COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors and no officers shall be prevented from receiving such salary or compensation by reason or reasons of the fact that he/she is a Director of the Board of the corporation.

Executed by the undersigned in Sanford, Seminole County, Florida on this 15th day of February 2011.

Otis C. Raines

Otis C. Raines
Chief Executive Officer/President

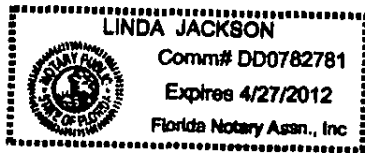
STATE OF FLORIDA

COUNTY OF SEMINOLE

Sworn and Subscribed before me Otis C. Raines, who is personally known to me or who has produced Driver License Number R520-643-52462 O as identification.

Linda Jackson
NOTARY

My commission expires:



Having been named as registered agent to accept service of process for the above stated 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

[Signature]

Required Signature of Registered Agent

2/24/11
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Otis C. Raines

Required Signature of Incorporator

2-24-11
Date

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