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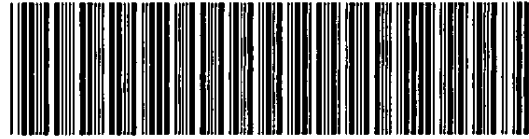
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SECRETARY OF STATE
INDIANAPOLIS, INDIANA

114

COVER LETTER

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

SUBJECT: DADE DELTAS 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: **FLORA M. JACKSON, ESQ.**

Name (Printed or typed)

10735 NW 7TH AVE.

Address

MIAMI, FL. 33168

City, State & Zip

786-360-9625

Daytime Telephone number

GAYNAD@AOL.COM

E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION

DADE DELTAS FOUNDATION, INC. A NON-PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed and acknowledged by the incorporators for the purpose of forming a Florida non-profit corporation Pursuant to Florida Statute Chapter 617, as is or hereafter amended.

ARTICLE I

The name of the corporation (hereinafter referred to as the *Corporation*) is: Dade Deltas Foundation, Inc.

ARTICLE II

The term of the corporation is perpetual.

ARTICLE III

The purpose or purposes of this corporation are as follows:

1. To operate exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of future federal tax code.
2. To assist and aide in activities for the relief of the poor, the distressed, or the underprivileged; the advancement in education and science; and combating of community deterioration and juvenile delinquency.
3. To provide opportunities for people to improve the quality of their lives through tutoring programs, counseling, programs, and support programs that develop a desire for lifelong pursuit of worthwhile personal goals.
4. To develop an outreach program enriching lives of senior citizens by providing diversified activities and information pertinent to their well-being and to endeavor to utilize the skills of the senior citizens to enhance the lives of others.
5. To assist in the overall educational development of low to moderate income families by identifying home ownership and investment opportunities, and educating the community on ways to achieve financial security.
6. To enter into any kind of activity, and to make, perform and carry out contracts of any kind, in connection with, and necessary or related to, the accomplishment of the foregoing purposes of the corporation.
7. To promote programs designed to improve the quality of life for Miami-Dade, Florida area citizens from early childhood through the senior years by: (1) providing services to individuals including those with low and moderate income; and (2) providing and supporting programs that promote the social welfare, academic excellence and cultural enrichment of the citizens of the Miami-Dade, Florida community.
8. To do and perform every related lawful act and thing necessary to be done or performed for the lawful and complete conduct of the Corporation as authorized under the code of Laws of Florida and to have and exercise any and all powers and privileges now or hereafter conferred by the statues of Florida upon non-profit corporations formed under such laws.
9. To have and exercise all powers necessary or convenient to affect any or all of the purposes for which the Corporation is organized.

ARTICLE IV

The corporation shall be empowered to receive and administer funds and obtain property for the aforesaid purpose or purposes, and to that end, to take and hold by contract, agreement, devise, bequest, gift, purchase, sell, lease, own, either absolutely or in trust, for such objects and without limitations as to the amount or value, except such limitations, if any, as may be contained in the instrument under which such property is received; and to exercise any, all and every power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of the Florida Non-Profit Corporation Act and exempt purposes described in section 501 (c) (3) of the Internal Revenue Code.

ARTICLE V

1. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its directors, 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.

2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempts 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 any candidate for public office.

3. Notwithstanding any of the provisions of these Articles of Incorporation, this corporation shall not 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.

ARTICLE VI

1. The Board members of the Foundation shall have a duty to avoid potential or apparent conflicts of interest. To avoid the appearance of impropriety, it is important for Board members to be open and honest with the Board members at all times. All Board members shall receive a copy of the Foundation's Conflict of Interest policy. The policy shall be reviewed once a year and maintained in each member's Board Manual. Each Board members shall disclose the following facts:

- a. Any potential conflict of interest with respect to any transaction, business decision or other matter in which the organization is involved;
- b. Any financial, business or personal interest in an entity with which the nonprofit organization is or will be doing business;
- c. Whether any individual related to the Directors have a financial, business or personal interest in an entity with which the nonprofit organization is or will be doing business; or
- d. Whether any individual has served or presently serving as a Director, officer, member or employee of either a competitor of the corporation or a corporation with which the nonprofit organization is or will be doing business.

2. Any Board member, who has a potential conflict with respect to a particular transaction should disclose it to the Board members and abstain from participating in the negotiations and decisions surrounding that transaction, votes against such action or

affirmatively abstains from voting because of a clearly asserted conflict of interest. To avoid the appearance of impropriety, the Board member who has the conflict of interest should not be present in the room during any discussions that relate to the transaction.

ARTICLE VII

1. The Foundation shall initially have thirty-three (33) Directors, and collectively they shall be known as the Board of Directors. The number of Directors may be increased or decreased from time to time by the By-laws, but shall never be less than eleven (11). The officers of the Board of Directors shall be: Chair, Vice-chair, Secretary, Assistant Secretary, Financial Secretary, Treasurer, Assistant Treasurer, Parliamentarian, Assistant Parliamentarian and Chaplain.

2. The affairs of the Foundation shall be managed by Directors to be elected as provided in the Bylaws. The initial number of members of the Board of Directors of the Foundation shall be thirty-three (33); with 13 of the 33 Directors' seat designated solely, exclusively, and permanently for the 13 Charter Members of Delta Sigma Theta Sorority, Inc., Dade County Alumnae Chapter (DST-DCAC); the 13 Charter members Directors' seats vacated for any cause as set forth in the By-Laws shall be retired and not filled, the remaining 20 initial members of the Board of Directors shall serve for not less than three consecutive years and shall term out as set forth in the By-laws This number (33) may be changed pursuant to the provisions set forth in the Bylaws of the Foundation. The number of Directors may be increased or decreased from time to time by the By-laws, but shall never be less than eleven (11), should the number of Directors be increased, the first two increased seats for Directors shall be reserved and filled by members of the community.

The names and addresses, including street and number, of the initial members of the Board of Directors who shall act until their respective successors are qualified and elected are as follows:

Pernella C. Burke
Chair/Charter Member
1380 NW 96th Street
Miami, Florida 33147-2103

Maud P. Newbold
Director Emeritus/Charter Member
1070 NW 39th Street
Miami, Florida 33127

Dr. Mae D. Bryant
Vice Chair
1000 NW 151 Street
Miami, Florida 33169

Arvie Nadine Gay, MSW
Secretary
2351 NW 196th Street
Miami Gardens, Florida 33056

Gale Glass-Aldrich
Assistant Secretary
19953 NE 5th Court
Miami, Florida 33179

Paula Hill, Accountant
Treasurer
5348 NW 189th Street
Miami, Florida 33055

Annette Williams
Assistant Treasurer
1764 NW 192nd Street
Miami, Florida 33056

Lesa E. Latimore-Kelly
Financial Secretary
1380 NW 96th Street
Miami, Florida 33147-2103

Flora Jackson, Esq.,
Parliamentarian
20108 NW 58th Place
Hialeah, Florida 33015

Juanita A. Lane
Chaplain/Charter Member
4821 NW 8th Avenue
Miami, Florida 33127

Dr. Zandra R. Albury
Director/Charter Member
530 NW 203rd Street
Miami, Florida 33169

Bobbie D. Bowen
Director/Charter Member
20101 NW 67nd Court
Miami, Florida 33015

S. Darlene Gay
Charter Member
8 NW 158th Street
Miami, Florida 33169

Dorothy H. Saunders
Charter Member
1398 NW 95th Terrace
Miami, Florida 33147-2103

Evelyn H. Wynn
Charter Member
1261 NW Little River Drive
Miami, Florida 33147

Evelyn L. Davis
Director
1378 NW 38th Street
Miami, Florida 33147-2103

Dr. Luvernice Croskey
Assistant Parliamentarian
1610 NW 170th Terrace
Miami Gardens, Florida 33169

Thelma B. Davis
Director/Charter Member
1369 NW 96th Street
Miami, Florida 33147-2103

Margaret P. Baulkman
Director/Charter Member
2494 NW 112th Street
Miami, Florida 3316

Martha C. Day
Charter Member
3044 NW 49th Street
Miami, Florida 33142

Beverly E. Nixon
Charter Member
7626 NW 11th Avenue
Miami, Florida 33150

Marcia J. Saunders
Charter Member
520 NE 93rd Street
Miami, Florida 33138

Karen Jordan-Bullard
Director
5349 NW 189th Street
Miami, Florida 33055

Shirley Gibson
Director
1380 NW 96th Street
Miami, Florida 33142

Alexis G. Harris
Director
5112 NW 67th Avenue
Lauderdale, Florida 33319

Josephine B. Harris
Director
1120 NW 173rd Avenue
Pembroke Pines, Florida 33029

Janice P. Hopton
Director
1010 NW 151st Street
Miami, Florida 33169

Eddye J. Rodgers
Director
140 Dockside Circle
Weston, Florida 33327

Lisa Skirving
Director
2375 NE 173rd Street, #B106
Miami, Florida 33160

Phyllis Way
Director
12820 SW 187th Street
Miami, Florida 33177

Saint-Julia Vilnet
Director
14050 NE 6th Avenue, #209
North Miami, Florida 33161

Nyree Washington
Director
15740 SW 104 Avenue
Miami, Florida 33157

Bobbie Jones-Wilfork
Director
5264 SW 159th Avenue
Miramar, Florida 33027

3. A Director may be removed from office for good cause shown prior to the expiration of his or her term upon the affirmative vote of two-thirds (2/3) of the Directors in office other than the Director whose removal is under consideration. For purposes hereof, "good cause shown" shall mean:
 - a. Disability or incapacity as determined by a physician acceptable to the Board;
 - b. Fraud, theft, embezzlement or misappropriation;
 - c. Conviction of a felony or crime involving moral turpitude; or
 - d. Failure to carry out or comply with duly adopted resolutions of the Board, these Articles of Incorporation and the By-Laws.
4. The Board of Directors is hereby empowered to adopt, from time to time, bylaw provisions with respect to the indemnification of directors, employees, agents and other persons and to make such other indemnifications as it shall deem expedient and in the best interests of the Corporation and to the extent permitted by law.

ARTICLE VIII

In the event of dissolution, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the incorporation to any organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under and within the meaning of 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IX

The location of the corporation is:

10735 NW 7th Avenue
Miami, Florida 33168-2103

The mailing address of the initial registered office in (Florida) is:

10735 NW 7th Avenue
Miami, Florida 33168-2103

The name of the initial registered agent at said address is:

Flora M. Jackson
Jackson-Holmes, P.A.
10735 NW 7th Avenue
Miami, Florida 33168-2103
(305) 759-3366

ARTICLE X

The corporation is to be a non-membership organization.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XI

The name and address, including street and number, of each incorporator are:

Maud P. Newbold
1070 NW 39th Street
Miami, Florida 33127

Pernella C. Burke
1380 NW 96th Street
Miami, Florida 33147-2103

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Dr. Mae D. Bryant
1000 NW 151 Street
Miami, Florida 33169

Arvie Nadine Gay, MSW
2351 NW 196th Street
Miami, Florida 33056

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gale Glass-Aldrich
19953 NE 5th Court
Miami, Florida 33179

Flora Jackson, Esq.
20108 NW 58th Place
Hialeah, Florida 33015

Dr. Luvernice Croskey
1610 NW 170th Terrace
Miami Gardens, Florida 33169

Thelma B. Davis
1369 NW 96th Street
Miami, Florida 33147-2103

Shirley Gibson
1380 NW 96th Street
Miami, Florida 33147-2103

Juanita A. Lane
4821 NW 8th Avenue
Miami, Florida 33127

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 30th day of March 2012, and we acknowledge the same to be our act and deed and that, to the best of our knowledge, information and belief, all matters and facts stated herein are true in all material respects and such statement is made under the penalties of perjury. I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES OF THE REGISTERED AGENT.

INCORPORATORS:

Maud P. Newbold
Maud P. Newbold

Flora Jackson, Esq.
Flora Jackson, Esq. *Registered Agent*

Juanita A. Lane
Juanita A. Lane

Pernella C. Burke
Pernella C. Burke

Dr. Mae D. Bryant
Dr. Mae D. Bryant

Arvie Nadine Gay
Arvie Nadine Gay, MSW

Gale Glass-Aldrich
Gale Glass-Aldrich

Thelma B. Davis
Thelma B. Davis

Dr. Luvernice Croskey
Dr. Luvernice Croskey

Shirley Gibson
Shirley Gibson

I, Barbara C. Forde, a Notary Public, hereby certify that on the 30th day of March 2012, appeared before me and signed the foregoing document as incorporator, and have avowed that the statements therein contained are true.

Barbara C. Forde
Notary Public

My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA
Barbara C. Forde
Commission #DD852449
Expires: JAN. 15, 2013
BONDED THRU ATLANTIC BONDING CO., INC.