

N14000001791

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

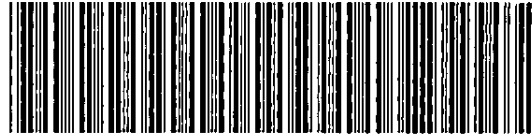
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600256942866

02/24/14--01003--010 \*\*78.75

RECEIVED

14 FEB 24 AM 11:11

SECTION OF OFFICIALS

APPROVED  
AND  
FILED

14 FEB 24 AM 11:36

SECTION OF STATE  
FILED OFFICE  
FLORIDA

*J* 2/24/14

**COVER LETTER**

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

SUBJECT: Miracles 7 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: Tarrence Smith  
Name (Printed or typed)

4325 Snoopy Ln.  
Address

Tallahassee FL 32304  
City, State & Zip

(850) 491-6136  
Daytime Telephone number

Tarrencesmith1@gmail.com  
E-mail address: (to be used for future annual report notification)

RECEIVED  
DIVISION OF STATE  
CORPORATIONS  
FLORIDA

14 FEB 24 AM 11:36

APPROVED  
AND  
FILED

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

EFFECTIVE DATE

05/01/14

APPROVED  
AND  
FILED

14 FEB 24 AM 11:36

ARTICLES OF INCORPORATION  
FOR

SECRETARY OF STATE  
TALLAHASSEE - FLORIDA

~~MIRACLES 7, INCORPORATED~~

*Miracles 3*

*Incorporated*

Article I - Name & Purpose

*Miracles 3*

*Incorporated*

The name of the corporation shall be Miracles 7, Incorporated. It is a non-profit Corporation organized under the laws of the State of Florida.

The Corporation is organized and shall be exclusively operated for charitable, educational and scientific purposes, within the meaning of Section 501C (3) of the Internal Revenue Code.

Specific purposes are cited in the Articles of Incorporation and include but are not limited to the following activities:

1. To combat community deterioration by assisting, promoting and encouraging development of affordable housing; and revitalization of blight areas.
2. To provide job training, entrepreneurial development and employment opportunities for economically disadvantaged persons.
3. To enhance, enrich and promote the quality of life in the community and to improve health conditions of residents.
4. To educate, and provide pathways to incarcerated persons upon release to becoming responsible citizens, and to include employment opportunities.
5. To provide affordable homes to disabled veterans and families of deceased veterans killed in combat.
6. To teach Science, Technology, Engineering, and Mathematics (STEM) principles within the communities Miracles of Florida Inc. serves.

In furtherance of such purposes, the corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to fulfill any of the foregoing purposes, and to have and exercise all other powers and authorities now or hereafter conferred upon nonprofit Corporations in the State of Florida.

Notwithstanding the above foregoing provisions, the Corporation is authorized to borrow or raise money for the purposes of the Corporation, to acquire personal and real property, to sell

or convey such property, to execute contracts, or agreements or notes, to own or acquire vehicles, to do any and all of the foregoing provisions or any other act pursuant thereto.

## **Article II – Offices**

Section 1. The principal office of the Corporation shall be located at 1801 N Meridian Rd. Suite A, Tallahassee, Florida 32303.

Section 2. The Corporation may also establish offices at any other place(s) within or without the State of Florida, as the Board of Directors may from time to time determine.

## **Article III**

The Corporation shall not have any members. The Corporation has a Board of Directors. Use of the word “member” in this document usually refers to a member of the Board of Directors or a member of a committee.

## **Article IV – Board of Directors**

Section 1. Powers of the Board of Directors. The responsibility, supervision and guidance of the affairs of the Corporation shall be vested in the Board of Directors, which shall possess, and may exercise, any and all powers granted to the Corporation under the State of Florida, The Articles of Incorporation and the Bylaws.

Section 1.a. Number and Terms of Directors: The initial Board of Directors of the Corporation shall consist of three (3) directors. The maximum number of voting directors may not exceed fifteen (15) directors. However, an increase or decrease in the maximum number of directors may be made by an affirmative vote of a majority of directors present at a special meeting provided proper notice is given and the notice provides that a vote will be held. The initial directors shall serve until the first meeting or until successors are elected and qualified but no to exceed a period of five (5) years. “Initial directors” are defined as the three (3) directors selected and named in Article XII of the Articles of Incorporation. “Successor directors” or any director elected after the first organizational meeting shall each serve for a term of two (2) years. Any director may be re-elected.

Section 1.b. Qualifications. Directors shall be members in good standing in the community. The board shall consist of a number of directors and a member of the board from each of Leon, Jefferson and Madison Counties who qualify as low-income community or residents of Leon, Madison and Jefferson Counties.

Section 1.c. Removal; Resignation. The term of office of any Director shall terminate upon: (i) his or her death; (ii) a vote of at least two-thirds of the entire Board to remove him or her from

office; or (iii) the effective date of his or her resignation submitted in writing to the Chairman of the Board, whichever comes first. Unless otherwise specified in such notice, the resignation shall be effective upon delivery. Also, a Director may be removed for poor attendance described in Article V, Section 5.

Section 1.d. Vacancies. Any vacancy occurring on the Board for any reason, including an increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining members of the Board at a special meeting subject to Article IV and V. A Director elected to fill a vacancy shall be elected for the remaining term of his or her predecessor in office.

Section 1.e. Honorary Advisors. The Board may, in its discretion, appoint Advisors to the Honorary Advisory Committee. Honorary Advisors serve in an advisory capacity only. They are not Directors and shall not have a right to vote. They may attend and otherwise participate in all meetings of the Board. The term of office of an Honorary Advisor shall start on the date of his or her appointment and continue until the second annual meeting of the Directors following the appointment. Removal or resignation of an honorary advisor is subject to procedures under Section 1.c. of this Article.

Section 1.f. The board may appoint an attorney as legal advisor. This is an honorary advisory position.

Section 2. Director's Salary. Directors shall receive no salary for their services as directors or as members of committees except that by resolution of the Board, reasonable compensation may be paid to Board members for services rendered to or for the Corporation affecting one or more of its purposes. A reimbursement may be allowed for Director's expenses or anyone engaged by the Board of Directors to provide expertise or professional service necessary to accomplish the purpose of the organization.

Section 1. Officers, Election, and Term Office. The Officers of the Board of Directors of the Corporation shall consist of a Chairperson, Vice-Chairperson, a Treasurer, a Secretary and CEO. The board may at any time provide for more Vice Chairpersons, for one or more Assistant Treasurers and Assistant Secretaries, and for such other Officers as it may determine. Except the CEO, officers shall serve for two (2) years. Also, Officers of the initial Board will serve until the first meeting or until successors are elected and qualified but not to exceed a period of five (5) years. The Board at any regular or special meeting may fill any vacancy, caused by any reason, including the creation of a new office, by majority vote. Officers elected to fill vacancies shall serve until the next annual meeting of the Board.

The CEO will not serve a specific term. His/her term will be determined by the board and included in his/her employment contract as noted in Section 6 of this Article.

Section 2. Chairperson. The Chairperson shall preside at all meetings of the Board and shall perform such other duties as shall be prescribed by the Board of Directors.

Section 3. Vice-Chairperson. The Vice-Chairperson shall act under the direction of the Chairperson and shall perform such duties as shall be prescribed by the Board of Directors from time to time. The Vice-Chairperson presides in the absence of the Chairperson.

Section 4. Treasurer. The treasurer shall have custody of the Corporation's funds, securities, and records, which may be kept within or without the State of Florida. He/she shall deposit all funds to the credit of the Corporation in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors may from time to time select. He/she shall keep full and accurate accounts of receipts and disbursements of all monies received and paid on account of the Corporation. He/she shall exhibit such books of account and records to any of the directors at any time upon request at the principal office of the Corporation, and shall render detailed financial statements to the Board of Directors at all regular meetings of the Board of Directors and at such times as the membership require. He/she shall make payments from the funds of the Corporation based on vouchers signed by the CEO, or, in the CEO's absence, by such person or persons as may be designated by the Chairperson or as otherwise specified in the Bylaws. He/she shall execute all instruments requiring the signature of the Treasurer and shall perform in general all duties incident to the office of Treasurer. He/she may be required by the Board of Directors to give bond for the faithful discharge of his/her duties.

Section 5. Secretary. The Secretary shall give all required notices of meetings to the Board of Directors, and to other committee members as deemed necessary. The Secretary shall record minutes of all regular and special meetings. He/she shall have custody of the seal of the Corporation and shall affix the same to any instrument when duly authorized to do so and shall attest the same. He/she shall maintain appropriate records of the Corporation, including its Articles of Incorporation, Bylaws, Minutes, names and addresses of all Directors, Officers, and members of such committees as may be designated by the Board of Directors and shall perform in general all the duties incident to the Office and Secretary.

Section 6. CEO. The Board may designate a person to be CEO of the Corporation under an employment contract. The position of CEO is a board member, and may be another board member; His/her voting and other rights as another board member are not affected except that he/she have only one (1) vote as a board member. He or she shall be entitled to such reasonable compensation for his or her services and such reimbursement for expenses as the Board of Directors may authorize in an employment contract. The Directors may authorize the CEO to execute on Behalf of the Corporation such document as may be required by the Federal Government, Foundations or other entities dealing with the Corporation. The CEO, subject to the Board of Directors guidance, shall be responsible for the day-to-day operation of the Corporation under general policies approved by the Board of Directors and in general shall act as the executive officer of the Corporation. He or she shall have authority to approve vouchers for payment from the funds of the Corporation.

Section 7. Bonding. All officers and employees of the Corporation who handle funds of the Corporation or who are custodians of property may be bonded in an amount to be determined by the Corporation. The cost of such bond or bonds shall be paid from the funds of the Corporation.

Section 8     Removal of Officers. An officer may be removed subject to Article IV, Section 1.c of these Bylaws.

**Article V – Names and addresses of Board Members/ Directors**

1. Annie D. Sloan  
4420 Shannon Lakes West  
Tallahassee, Fl. 32309

2. Rabbani Muhammad  
1801 N. Meridian Rd. Ste. A  
Tallahassee, Fl. 32303

3. Tarrence L. Smith  
4325 Snoopy Ln  
Tallahassee, Fl. 32304

4. Carlos Collins  
9398 Windam Way  
Tallahassee, Fl. 32312

5. Regina Battle  
3476 Day Lily Ln  
Tallahassee, Fl. 32308

6. Marcella Foster  
1801 N. Meridian Rd, Ste. A  
Tallahassee, Fl. 32303

7. Sabrina Mason  
3966 Gaffney Loop  
Tallahassee, Fl. 32303

*Incorporator*

**Article VI –**  
Tarrence L. Smith *Tarrence L Smith*  
4325 Snoopy Ln.  
Tallahassee, Fl. 32304

*Registering Agent.*

**Article VII -**

Tarrence L. Smith  
4325 Snoopy Ln.  
Tallahassee, FL 32304

*Tarrence L. Smith*

**Article VIII**

The Effective Date of the corporation shall be May 1, 2014

RECEIVED  
STATE  
OF FLORIDA

14 FEB 24 AM 11:36

RECEIVED  
STATE  
OF FLORIDA