

N/15000002597

(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



200270383462

03/10/15--01024--012 **87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
15 MAR 10 PM 12:40

03/12/15

COVER LETTER

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

SUBJECT: Florida African American Student Association
Education Foundation, Incorporated
(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: Elizabeth Birdsong
Name (Printed or typed)

2417 Mary Jewett Circle
Address

Winter Haven, FL 33881-1725
City, State & Zip

863-299-8571
Daytime Telephone number

abirdsong@faasaweb.org
E-mail address: (to be used for future annual report notification)

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
15 MAR 10 PM 12:40

**ARTICLES OF INCORPORATION
OF
THE FLORIDA AFRICAN AMERICAN STUDENT ASSOCIATION
EDUCATION FOUNDATION, INCORPORATED**

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 adopt the following Articles of Corporation:

ARTICLE I

CORPORATE NAME AND DURATION

1. The name of the corporation shall be **The Florida African American Student Association Education Foundation, Incorporated.**
2. The corporate existence of this corporation shall be perpetual unless dissolved by law.
3. The principal office and mailing address of the corporation shall be located at:
2417 Mary Jewett Circle, Winter Haven, Florida 33881-1725

ARTICLE II

PURPOSE

SECTION 1.2. Corporate Purposes: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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, or the corresponding section of any future federal tax code.

1.2.1: 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 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 herein;

1.2.2: 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 distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code;

1.2.3: Notwithstanding any other provisions of these bylaws, 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 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); and in furtherance thereof:

ARTICLE III

MEMBERS

The membership of this corporation shall be no less than three (3), not more than thirty (30), and the original incorporators shall be the first members. Existing members may elect other members and may fill vacancies caused by death, resignations, and other causes.

ARTICLE IV

DISSOLUTION

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 corresponding section of any future federal tax code.

ARTICLE V

REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
15 MAR 10 PM 12:40

The address, including street number, of the registered office of the Corporation is: **2417 Mary Jewett Circle Winter Haven, Florida 33881-1725**. The name of the initial registered agent of the Corporation at such address is **Elizabeth Birdsong**.

ARTICLE VI

TRUSTEES

The names and members of the initial Board of Trustees of the Foundation and of the officers of the Corporation who shall manage the business of this corporation until the first election is held and the positions are filled are as follows:

Elizabeth Birdsong	Hasaan McLain
Donald Cleveland	William McCray
Vertrilla Hunt	James Parker

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
19 MAR 10 PM 12:40

The trustees shall to be elected by a majority vote of members. Said incorporators shall hold permanent/Emeritus positions on the Board of trustees. The method and election of trustees shall be as further provided in the by-laws.

ARTICLE VII

BYLAWS

The By-laws of the Corporation shall be made, altered, or rescinded by a majority vote of the Board of Trustees of the Foundation.

ARTICLE VIII

CONFLICTS OF INTEREST

SECTION 8.1 Conflicts of Interest Policy: The Board of Trustees shall adopt by resolution a policy of the corporation and a mechanism for requiring disclosure of all conflicts of interest.

SECTION 8.2 Disclosure: In any transaction where a conflict of interest is believed to exist, the material facts of the transaction and the interest or relationship of any trustee shall be disclosed to the Board or a committee authorized must approve or ratify the transaction by the

affirmative votes of a majority of disinterested directors, even though the disinterested trustees may be less than a quorum.

SECTION 8.3 Quorum Determination: The presence of a trustee, who is directly or indirectly a party to a transaction with the corporation or a trustee who is otherwise not disinterested, may be counted in determining whether a quorum is present at any meeting of the Board of Trustees or a committee of the Board considering such a transaction.

SECTION 8.4: Voting: When the Board of Trustees or a committee of the Board takes action on a transaction, any trustee who is directly or indirectly a party to the transaction with the corporation, or any trustee who is otherwise not disinterested, may not be counted in determining whether or not the action was passed by the necessary majority.

SECTION 8.5: Interested Trustees: For purposes of these bylaws, a trustee is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the trustee has a material financial interest, or of which the trustee is an officer, director, or general partner.

ARTICLE IX

INCORPORATORS

The names and addresses of the incorporators who are to serve as the initial trustees are as follows:

Elizabeth A. Birdsong

2417 Mary Jewett Circle
Winter Haven, FL 33881-1725

Donald Cleveland

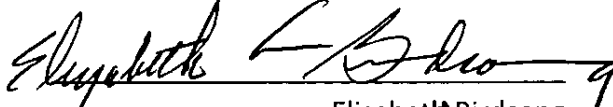
3950 N.W. 75th Terrace
Lauderhill, FL 33319

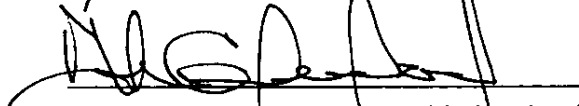
William McCray

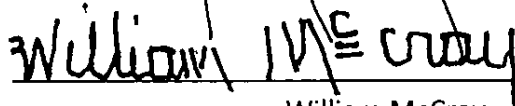
817 Apache Street
Tallahassee, FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
15 MAR 10 PM 12:40

The undersigned incorporators have executed these Articles of Incorporation this ^{13th} ~~9th~~ day of ~~January~~ ^{Feb}, 2015:


Elizabeth Birdsong

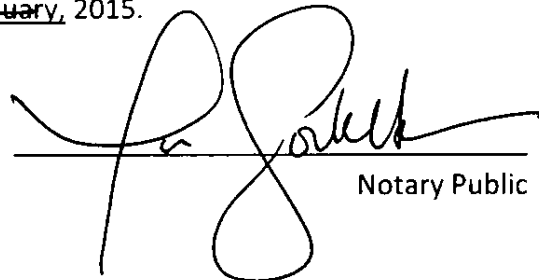

Donald Cleveland


William McCray

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I hereby certify that on this day, before me, a Notary Public duly authorized to take acknowledgements, personally appeared and to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they subscribed to those articles of incorporation,

WITNESS my hand and official seal this ¹³~~9~~th day of ~~January~~ ^{Feb}, 2015.


Notary Public

My commission expires: 6-22-2017



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
15 MAR 10 PM 12:40

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.9501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: Florida African American Student Association Education Foundation, Incorporated

2. The name and address of the registered agent and office is:

Elizabeth Birdsong
(NAME)

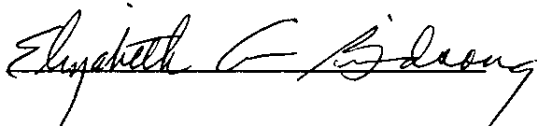
2417 Mary Jewett Circle
(ADDRESS – P.O. BOX NOT ACCEPTABLE)

Winter Haven, FL 33881
(CITY/STATE/ZIP)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
15 MAR 10 PM 12:40

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

NAME (PRINT): Elizabeth Ann Birdsong

SIGNATURE: 

DATE: January 9, 2015