

N15000010089

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

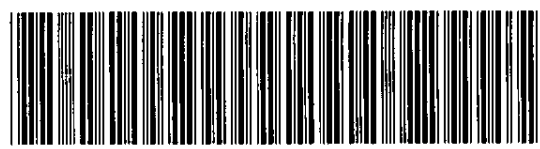
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300278174253

300278174253
10/16/15--01019--021 **87.50

RECEIVED
DEPARTMENT OF
15 OCT 16 PM 3:21
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

APPROVED
AND
FILED
15 OCT 16 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/16/15

COVER LETTER

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

SUBJECT: Environmental & Legal Resources and Consulting, Inc. (ELRC)

(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: Adrienne L. Hollis, PhD, JD

Name (Printed or typed)

134 Northcutt Terrace

Address

Tallahassee, Florida 32317

City, State & Zip

850-251-8315

Daytime Telephone number

adrienne116@gmail.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
OF
ENVIRONMENTAL & LEGAL RESOURCES AND CONSULTING, INC.**

(A Florida Nonprofit Corporation)

THE UNDERSIGNED, of the age of eighteen years or older, for the purpose of forming a nonprofit corporation pursuant to the provisions of the Florida Not For Profit Corporation Act, does hereby execute the following Articles of Incorporation:

FIRST: The name of the corporation (hereinafter referred to as the "Corporation") is
Environmental & Legal Resources and Consulting, Inc.

SECOND: The address of the Corporation's initial office is 134 Northcutt Terrace, Tallahassee Florida 32317 and the name of the Corporation's initial registered agent at such address is Adrienne L. Hollis.

THIRD: The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or corresponding provision of any future federal tax laws. More specifically, in furtherance but not in limitation thereof, the purposes for which the Corporation is organized include the following:

- (a) To assist the underserved community in understanding environmental and legal issues related to community environmental exposures to contaminants;
- (b) To provide assistance in the identification of data gaps in communities affected by environmental contamination;
- (c) To provide and make available educational tools to aid in understanding environmental threats in the community;

SECRET
STATE
TALLAHASSEE FLORIDA

15 OCT 16 PM 3:39

FILED
AND
FEB 16

(d) To provide assistance and expertise in efforts focused on gathering information for use by community members – such as environmental health assessments, needs assessments and health surveys;

(e) To serve as a Resource Center, connecting newly formed environmental community groups with those with greater experience in addressing environmental concerns;

(f) To provide assistance to communities in data and file organization, identifying issues regarding data validity and correct sampling protocols;

(g) where possible, to make contributions and grants to other corporations, trusts, community chests, funds or foundations, organized and operated exclusively for charitable, scientific, or educational purposes, no part of the net earnings of such organizations which inures to the benefit of any private shareholder, member or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office; and

(h) where possible, to make contributions and grants to the United States or to a state or local government, or any political subdivision thereof, for exempt purposes, but only if such assets will be used exclusively for public purposes.

FOURTH: The Corporation shall possess any and all powers and authority available to it pursuant to the Florida Not For Profit Corporation Act, including, consistent with such Act, all powers necessary or convenient to effect any of its purposes, including but not in limitation thereof, the Corporation shall have the authority to raise private funds and obtain public funds. The Corporation shall not be authorized to issue capital stock.

FIFTH: The Corporation shall not have members, but shall be governed by the President/Chief Executive Officer, with advice from a Board of Directors (the “Directors”) of the Corporation under the Florida Not For Profit Corporation Act. The number of acting Directors may vary from at least five (5) to no more than seven (7) as determined by the Chief Executive Officer pursuant to the Bylaws of the Corporation. The Directors are appointed by the Chief Executive Officer, as set forth in the Corporation’s Bylaws.

SIXTH: The number of Directors constituting the first Board of Directors of the Corporation, including the Chief Operating Officer, is six (6). The names and addresses of the persons who are to serve as initial Directors until their successors shall be appointed and qualified are:

Name	Address
Adrienne L. Hollis, PhD, JD	134 Northcutt Terrace Tallahassee, FL 32317
Valarie T. Hollis Perkins	2303 Dukes Avenue Mobile, AL 36617
Miaisha Mitchell	812 Goodbread Lane Tallahassee, FL 32303
Dr. Mildred McClain	720 Maupas Avenue Savannah, GA 31401
C. Perry Brown, DrPH	207F Frederick S. Humphries Science Research Center Florida A&M University Tallahassee, FL 32301
Fran T. Close, PhD	209C Frederick S. Humphries Science Research Center Florida A&M University Tallahassee, FL 32301

SEVENTH: No Director or officer shall be personally liable to the Corporation for breach of any duty owed to the Corporation except that a Director or officer shall not be relieved from liability for any breach of duty based upon an act or omission, (1) in breach of such person's duty of loyalty to the Corporation, (2) not in good faith or involving a knowing violation of law; or (3) resulting in receipt by such person of an improper personal benefit.

EIGHTH: The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by, Section 617.0834 of the Florida Not For Profit Corporation Act, and to the full extent otherwise permitted by Section 501(c)(3) of the Code.

NINTH: The name and address of the incorporator is as follows:

Name	Address
Adrienne L. Hollis, PhD, JD	134 Northcutt Terrace Tallahassee, FL 32317

TENTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Director or officer of the Corporation, or any private individual (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of any one or more of its purposes as hereinabove stated), and no Director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

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 directly or indirectly 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.

ELEVENTH: If the Corporation is determined to be a private foundation:

(a) it shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942;

(b) it shall not engage in any act of self-dealing as defined in Code Section 4941(d);

(c) it shall not retain any excess business holdings as defined in Code Section 4943(c);

(d) it shall not make any investments in such manner as to subject it to tax under Code Section 4944; and

(e) it shall not make any taxable expenditures as defined in Code Section 4945(d).

TWELFTH: Notwithstanding any other provision of this Articles of Incorporation, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code and the Regulations thereunder, as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and the Regulations thereunder, as they now exist or as they may be amended.

THIRTEENTH: On distribution or final liquidation, the Directors shall, after paying or making provision for the payment of all of the lawful debts and liabilities of the Corporation, distribute all of the assets of the Corporation to an entity to be determined by the Board of Directors - as long as such organization shall qualify as an organization described in Code Section 501(c)(3) or any corresponding provision of any future federal tax law or an entity to which contributions may be deductible under Code Section 170(c)(2), or any corresponding provision of any future federal tax law, or to the United States or a State or local government, or

any political subdivision of the foregoing governmental entities for a public purpose or purposes, as the Board of Directors shall determine.

FOURTEENTH: The duration of this Corporation is perpetual.

FIFTEENTH: The effective date of these Articles of Incorporation shall be immediately upon filing with the Department of State for the State of Florida.

SIXTEENTH: These Articles of Incorporation may be amended, altered or repealed, or new Articles of Incorporation may be made, upon notice of the proposed action being duly given, by the affirmative vote of two-thirds (2/3) of the Directors present in person at any regular or special meeting, provided, however, that no amendment, alteration or repeal of this Certificate, shall alter the purpose of the Corporation to operate exclusively for the purposes set forth in Article THIRD of this Certificate.

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.

Adrienne L. Hollis
Required Signature of Registered Agent

10/16/2015
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.

Adrienne L. Hollis
Required Signature of Incorporator

10/16/2015
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 OCT 16 PM 3:39

APPROVED
AND
FILED