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W15-58289

FILED
15 OCT 28 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

to Purch OCT 28 2015

COVER LETTER

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

SUBJECT: ICARE OF MIAMI 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: William Clark
Name (Printed or typed)

1155 NW 126th Street
Address

Miami, Florida 33168
City, State & Zip

(305) 342-5864
Daytime Telephone number

afrobooksinc@bellsouth.net
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

September 2, 2015

WILLIAM CLARK
1155 NW 126TH STREET
MIAMI, FL 33168

SUBJECT: ICARFE OF MIAMI, INC. (INNER CITY FOR RESPONSIBLE
EDUCATION)
Ref. Number: W15000058289

We have received your document for ICARFE OF MIAMI, INC. (INNER CITY FOR RESPONSIBLE EDUCATION) and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

The name of the entity must be identical throughout the document.

Bylaws are not filed with this office. Please retain them for your records.

Please return 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) 245-6052.

Tim Burch
Regulatory Specialist II

Letter Number: 615A00018573



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 21, 2015

WILLIAM CLARK
1155 NW 126TH STREET
MIAMI, FL 33168

SUBJECT: ICARE OF MIAMI, INC.
Ref. Number: W15000058289

We have received your document for ICARE OF MIAMI, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The name of the entity must be identical throughout the document.

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

Please return 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) 245-6052.

Tim Burch
Regulatory Specialist II

Letter Number: 015A00022312



ARTICLES OF INCORPORATION

OF

ICARE of MIAMI, Inc.

A FLORIDA NON-PROFIT CORPORATION

FILED
15 OCT 28 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, purpose is to facilitate a relationship with members of the following Alumni Associations: Miami Central, Miami Edison, Miami Jackson, Miami Norland, Miami Northwestern, Booker T. Washington, Miami Carol City Senior High and any future Alumni Association who desires to join the ICARE of Miami, Inc. organization. Through social interactions the relationships between all Alumni Associations will provide meaningful and engaging opportunities for ICARE of MIAMI, Inc. members, all members of all the Alumni Associations and all students of all the above schools. This is for the purpose of forming a Non-Profit Corporation pursuant to the Florida Law, provisions of section 617.0202, Florida Statutes, the undersigned, ICARE of MIAMI, Inc., Florida nonprofit corporation adopts the following Articles of Incorporation, duly filed with the Department of State, State of Florida and hereby certifies as follows:

ARTICLE I: NAME

The name of the corporation is **ICARE of MIAMI, Inc.**, a nonprofit charitable organization, hereafter referred to as the "**CORPORATION.**" The corporation shall have perpetual duration.

ARTICLE II: PRINCIPLE OFFICE ADDRESS

The place in this state where the principle office of the CORPORATION is **located in the City of North Miami, Florida; County of Miami Dade.**

More specifically, the address of the principle office of this Corporation is:

1155 Northwest 126th Street
Miami, Florida 33168

ARTICLE III: PURPOSE OF THE CORPORATION

This 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The specific purpose for which the corporation is formed is for the promotion of education, tutoring, and community development. Out of gratitude for the education received at all the above schools, all Alumni Associations is committed to continuous improvement of the educational process through its support of their school and the continuous working together between all Alumni Association. The association promotes a meaning dialogue and exchange of ideas between the faculty, student organizations and all alumni. As well as the president/officers of ICARE of MIAMI, Inc. will work together for the goods of all associated schools. Through the diverse programs of volunteer services and financial assistance the Corporation is committed to strengthening alumni relations in support of all above name schools mission. The Corporation shall provide charitable services in a manner that is beneficial to the public interest. Namely, for the development of individual capabilities, support of knowledge and academic scholarship. Strategic Direction: The Board of Directors, the governing body of the Alumni Association/Corporation will focus its committee activities on the following strategies: Academic Enrichment, Student Enrichment, Alumni Enrichment and Community Relations. The Corporation will increase its financial strength as well as provide aid and support to deserving students and appropriate projects.

Moreover, the Corporation is organized to perform charitable activities and services, the primary purpose of which is providing for special educational, cultural, recreational and social benefits to minors that contribute the development of good character, good sportsmanship and the educational and cultural development of minors. The Corporation Shall be to serve, support, and act (on behalf of) as an advocate for the needs, rights and well-being of all students and families at all the above named schools. This purpose may be accomplished through saving and preserving the rich history and the societal contributions of its alumni, to support scholarship, athletic, educational, and arts programs thereby advancing the pride, spirit, and traditions of all the above named schools student body. To foster relationships with the above name school's alumni, administrators and staff and the students, by attending meetings and events of all above named schools.

The foregoing purpose and activities will be interpreted as examples only and not as limitations and nothing therein shall be deemed as prohibiting the Corporation from extending its activities to any related or otherwise permissible lawful business purpose, which become necessary profitable for furtherance of the Corporation objective expressed above. For all other Lawful purpose for which non-profit corporation may be formed under Section 501 (c) (3) of the Internal Revenue Code f 1986.

ARTICLE IV: DISTRIBUTION

Assets of the Corporation are permanently dedicated to the furtherance of the specified exempt purposes. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustee, officers, or private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purpose set forth in Article III hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attending to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Code) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code 1986 (or the corresponding provision of any future United States Revenue Law).

ARTICLE V: EXISTENCE/ DURATION OF THE INCORPORATION

The period of the duration of the CORPORATION shall have perpetual existence, unless dissolved according to law.

ARTICLE VI: QUALIFICATION OF MEMBERS

Members shall be any individuals, who attended and graduated from all of the above names schools ICARE of MIAMI, Inc. These individual qualifies and are eligible to be admitted to the Corporation as members, who are willing to promote the purpose of this corporation. The qualification of members shall be set by the by-laws of the corporation. Men, Women, boys and girls will be accepted to the membership upon payment of dues, which support the funding that sponsor all events of this organization.

ARTICLE VII: MANNER OF ELECTION OF DIRECTORS

The Directors shall be elected or appointed by a majority vote of the Members of the Corporation. The manner of their admission is provided for in the By Laws of the Corporation.

ARTICLE VIII: MANAGEMENT

The daily affairs of the Corporation are to be managed by the Executive Committee and Board of Directors, who will serve as an elected position. Any Executive Committee member or board of Director may be appointed to assist in the management of the Corporation.

ARTICLE IX: EXECUIVE BOARDAND BOARD OF DIRECTORS

Executive Board of the Corporation shall be comprised of the Chairman, President, Secretary, and Treasurer. Officers appointed to the Executive Board shall comprise of the following: Chaplin, Parliamentarian, the Sergeant at Arms and the Board of Directors. The Board of Directors shall be composed of not less than (3) three members.

ARTICLE X: CAPITAL STOCK

The Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE XI: PRESIDENT

The President of the Corporation shall be the person so duly elected pursuant to the By Laws of the Corporation and whose address shall be the same as the principle office of the Corporation as set forth in Article Second, hereof.

ARTICLE XII: PROHIBITIONS

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 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 the furtherance of the purposes set Article Fourth, hereof.

No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting 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 or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

Moreover, notwithstanding any other provision of these Articles, 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 section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code or the corresponding section of any future Federal tax code.

ARTICLE XIII: LIABILITIES OF DEBT

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XIV: INDEMNIFICATION

The Corporation shall indemnify a director of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceedings.

The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Directors.

The indemnifications and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign country or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation.

The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, or agent of the Corporation who is a party to a proceeding in and advance of final disposition of the proceeding.

The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law.

All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Article of Corporation shall limit or preclude the exercise of any right relating to indemnification or advance attorney fees and expenses to any person who is a director, officer, employee, or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner.

If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Article of Incorporation to "director," "officer," "employee," and agent shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XV: COVENANT NOT TO SUE

The Corporation agrees that it will never institute any action or suit at law or in equity against any director in any way aid in the Corporation, nor institute, prosecute, or demand, action, or cause of action for damages, costs, loss of services, expenses, or compensation for or on account of damages, loss or injury either to person or property, or both whether developed or undeveloped, resulting or to result, known or unknown, past, present or future, arising out of a director or officer of the Corporation's service to the Corporation.

ARTICLES XVI: CONFLICT OF INTEREST POLICY

In the best interest of the Alumni Association, in the event of a conflict of interest, the item should be voted on by the Executive Board and Board of Directors. If unable to resolve the issue, it should be presented to the paid members of the Association that have voting rights for a solution. After the vote the majority rules and shall be accepted. No person will set their own compensation or business deal. All decisions must be voted on by the Executive Board.

ARTICLE XVII: DISSOLUTION

ICARE of MIAMI, INC., dissolved at a membership meeting called for that specific purpose by a majority vote of the Executive Board. Upon 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 the corresponding section of any future Federal Tax Code, or shall be distributed to the federal government, or to a state or local government for public purposes.

However, if a named recipient is not then in existence or no longer a qualified distribute or unwilling or unable to accept the distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax, Reliance may be placed upon Florida State Law to establish permanent dedication of assets for exempt purposes.

Any such assets not so disposed of by the Court of Competent Jurisdiction of the County in which the principal office of the corporation is then located, executively for such purposes or to such organization or organizations, as said Court shall determine. Which are organized and operated exclusively for such purposes.

ARTICLE XVIII: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved to a Member's meeting by a majority of the Members, unless all of the Directors and all Members sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation be made.

ARTICLE XVIII: BOARD OF DIRECTORS AND OFFICERS

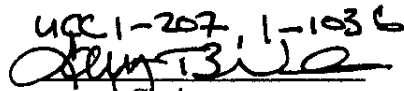
EXECUTIVE BOARD

The names and addresses of the persons who are the members of the Board of Directors are as follows:

Name

Address

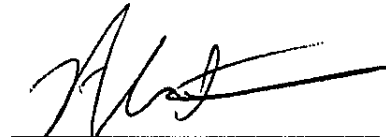
Larry Williams,
18901 NW 17TH Court
Miami, Florida 33056

UCC 1-207, 1-1036

Chairman

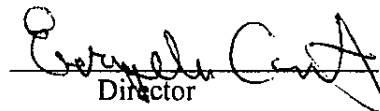
Milton Parris
2190 NW 58th Street
Miami, Florida 33142


Director

Alvin Smith
9224 NW 3rd Avenue
Miami, Florida 33150



Director

Evangelina Canty
3817 NW 17th Avenue #6
Miami, Florida 33142


Director

OFFICERS

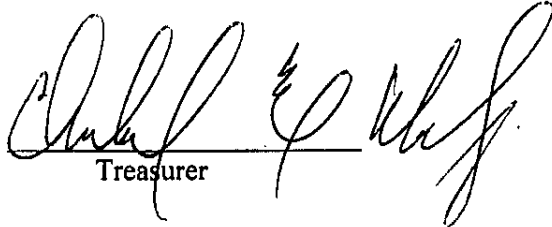
William Clark,
1155 NW 126th Street
Miami, Florida 33168


President

Darryl Holsendolph
655 N Biscayne River
Miami, Florida 33168


Vice President

Cleveland Morley
20300 NW 15th Avenue
Miami Gardens, Florida 33169


Treasurer

Harriette Wilson-Greene
1852 NW 17th Avenue
Miami, Florida 33142


Secretary

Karen N. Duty
1800 NW 42nd Street
Miami, Florida 33142


Assistant Secretary

ARTICLE XIX: REGISTERED AGENT AND PRINCIPAL OFFICE

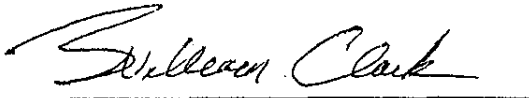
The street address of the Corporation's initial registered office is **1155 Northwest 126th Street -Miami, Florida 33168** and the registered agent at that office is **William Clark**.

ARTICLE XX: INCORPORATOR & INITIAL REGISTERED AGENT

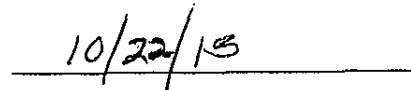
The name and address of the Incorporator is:

William Clark
1155 NW 126th Street
Miami, Florida 33168

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 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 obligations of my position as registered agent.

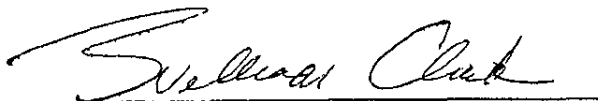


Required Signature of Registered Agent

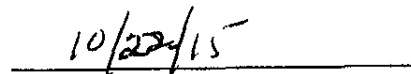


Date

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.



Required signature of Incorporator



Date

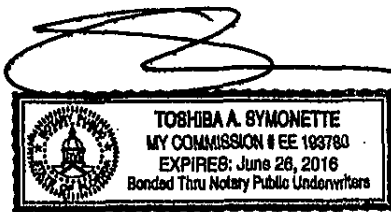
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

First -That **ICARE of MIAMI, Inc.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated, in the Articles of INCORPORATION at the City of North Miami, County of Miami-Dade, State of Florida, has named, **William Clark - 1155 Northwest 126th Street -Miami, Florida 33168** as the agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT

IN WITNESS WHEREOF, I, **William Clark**, the undersigned, president and incorporator have signed these Articles of Incorporation on the 22nd day of OCTOBER 2015, and acknowledged the same to be my act.



Signed

Print Name

TOSHIBA Symonette

The following Articles of Incorporation were filed to the Division of Incorporation on 10/22/2015.

Regards,

William Clark

President

FILED
15 OCT 28 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA