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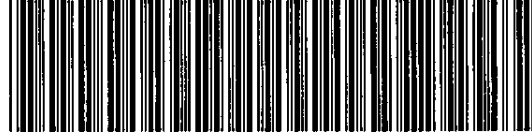
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## COVER LETTER

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

RECEIVED DEC 14 2015

**SUBJECT:** Nassau County Christian Leadership Conference, 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:** Jeremiah Robinson, Jr.  
Name (Printed or typed)

P. O. Box 16884  
Address

Fernandina Beach, FL., 32035  
City, State & Zip

904.422.0351  
Daytime Telephone number

ncclc.inc@ncclc.org  
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)**  
**In compliance with Chapter 617, F. S., (Not for Profit)**

**2015**

Pursuant to the provision of the Nonprofit Corporation Act of this state, the undersigned incorporator hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**Section 1 – Name:** The name of the organization shall be the Nassau County Christian Leadership Conference Inc.

**ARTICLE II**

**Principal street address:**

86584 Pinewood Drive  
Yulee Florida 32097

**Mailing address, if different is:**

P.O. Box 16884  
Fernandina Beach, Florida 32035

**ARTICLE III**

The purpose for which the corporation is organized: is exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501(c)(3) of Internal Revenue Code, or the corresponding section of any future tax code. The corporation will also engage in Christian education purposes, unite and promote Church and community relationships, deal with culture, academic and social problems related to community relations, communicate issues affecting the care and welfare of all people, assist in the prevention of community deterioration, and provide scholarship opportunities for members of the community seeking higher education.

**ARTICLE IV**

The manner in which the directors are elected and appointed: President and directors shall be elected or re-elected by the voting representatives of members at the annual meeting. President and directors will be elected by a simple majority of members present at the annual meeting.

**ARTICLE V**

The number of initial directors of this corporation is five (5). Their names and addresses are as follows:

Name and Title: Jeremiah Robinson Jr., President      Name and Title: Lorenzo Watson – Vice-President

Address: 11528 Riva Ridge Court      11447 Juliet Court

Jacksonville, Florida 32218      Jacksonville, Florida 32218

Name and Title: Malachi Clowers Director of Finance      Name and Title: Bernita Dinwiddie – Recording Secretary

Address: 3545 Saint Johns Bluff Road S,      3782 Azalea Drive

Jacksonville, Florida 32224      Hilliard, Florida 32046-7854

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**2015**

**Name and Title:** Lavinia Williams, Treasurer

**Name and Title:** \_\_\_\_\_

**Address:** 1016 Cedar Street

Fernandina, Florida 32034

Florida 32034

**ARTICLE VI**

**The name and Florida Street address (P.O. Box NOT acceptable) of the registered agent is:**

**Name:** InCorp Services, Inc **Address:** 17888 67<sup>th</sup> Court North  
Loxahatchee, FL 33470

**ARTICLE VII**

**The name and address of the Incorporator is:**

**Name:** Jeremiah Robinson Jr.  
**Address:** 11528 Riva Ridge Court  
Jacksonville, Florida 32218

**ARTICLE VIII**

**Effective date, if other than the date of filing (filing date). (OPTIONAL)**

**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.**

**Required Signature of Registered Agent**

Sara Bravtigam on behalf of InCorp Services, Inc.

**Date**

11/13/15

**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**

Jeremiah Robinson Jr.

7 DEC 2015

**Date**

**ARTICLE IX**

**The period of duration of this corporations is: perpetual.**

**ARTICLE X**

The classes, right, privileges, qualification, and obligations of membership of this corporations are as follows: "The membership provisions of this corporation shall be stated in the bylaws of this corporation."

**ARTICLE XI**

The property of this corporation is irrevocably dedicated exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501(c)(3) of Internal Revenue Code, or the corresponding section of any future tax code. The corporation will also engage in Christian education purposes, unite and promote Church and community relationships, deal with culture, academic and social problems related to community relations, communicate issues affecting the care and welfare of all people, assist in the prevention of community deterioration, and provide scholarship opportunities for members of the community seeking higher education. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for purposes organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501(c)(3) of Internal Revenue Code, or the corresponding section of any future tax code. This also include any corporation that engage in Christian education purposes, unite and promote Church and community relationships, deal with culture, academic and social problems related to community relations, communicate issues affecting the care and welfare of all people, assist in the prevention of community deterioration, and provide scholarship opportunities for members of the community seeking higher education which has established its tax exempt status under Section 501(c)(3) of internal Revenue Code.

Limitation on Political Activities: No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

Limitation of Private Inurement (Private Benefits): No parts of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these articles.

General Limitations on Nonprofit Activities: Notwithstanding any other provision of these article, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal

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Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal revenue Code.

Dated: 7 Dec 2015

Name and Address of Incorporator: Jeremiah Robinson Jr.  
11528 Riva Ridge Court  
Jacksonville, Florida 32218

**Section 1 — Eligibility for membership:** Application for membership shall be open to any Christian organization, church, current resident, that supports the purpose statement in Article I, Section 2. Membership is granted after completion and receipt of a membership application and payment of annual dues.

**Section 2 — Annual dues:** The amount required for annual dues shall be \$100 each year per church and Christian organization, \$50 for individual memberships unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

**Section 3 — Rights of members:** Each member shall be eligible to vote in person or appoint one voting representative to cast the member's vote in conference elections. (Proxy Vote)

**Section 4 — Resignation and termination:** Any member may resign by filing a written resignation with the secretary. A member can have their membership terminated by a majority vote of the membership.

**Section 5 — Non-voting membership:** The board shall have the authority to establish and define non-voting categories of membership.

**Section 6 --- The NCCLC shall support a youth component that have voting rights separate from the adult members (Age of the youth participants shall be established by the Board)**

### **Article III — Meetings of Members**

**Section 1 — Regular meetings:** Regular meetings of the members shall be held quarterly, at a time and place designated by the President.

**Section 2 — Annual meetings:** An annual meeting of the members shall take place in the month of March, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect officers, receive reports on the activities of the NCCLC, and determine the direction of the NCCLC for the coming year.

**Section 3 — Special meetings:** Special meetings may be called by the President, the Executive Committee, or a petition signed by five percent of voting members may also call a special meeting.

**Section 4 — Notice of meetings:** Printed notice of each meeting shall be given to each voting member, by mail, not less than one month prior to the meeting. Notification may also include e-mail, phone call, text message, and News media.

**Section 5 — Quorum:** One third of the paid membership present at any properly announced meeting shall constitute a quorum.

**Section 6 — Voting:** All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

#### **Article IV — Executive Committee**

**Section 1 — The Executive Committee -** shall be composed of the selected officers as stated in Article IV, Section 7 and any others that they shall add from time to time.

**Section 2 --- Committee role, size, and compensation:** The committee is responsible for overall policy and direction of the conference and delegate's responsibility of standing committees. The committee shall have up to 9, but not fewer than 6 members.

**Section 3 — Terms:** All committee members shall serve two year terms, but are eligible for re-election for up to two consecutive terms.

**Section 4 — Meetings and notice:** The committee shall meet at least quarterly, at an agreed upon time and place. An official committee meeting requires that each board member have written notice at least one month in advance.

**Section 5 — Committee elections:** New President and current committee members shall be elected or re-elected by the voting representatives of members at the annual meeting. President will be elected by a simple majority of members present at the annual meeting.

**Section 6 — Election procedures:** A Nominating Committee shall be responsible for nominating a slate of prospective committee members representing the NCCLC's diverse constituency. In addition, any member can nominate a candidate to the slate of nominees.

**Section 7 — Quorum:** A quorum must be attended by at least forty percent of committee members for business transactions to take place and motions to pass



**Section 8 — Officers and Duties:** There shall be seven officers of the Executive Committee, consisting of a president, vice-president, recording secretary, corresponding secretary, Chairman of Finance, treasurer, parliamentarian, and historian. Their duties are as follows:

**The President:**

- Shall convene regularly scheduled board meetings
- Shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-president, secretary, treasurer
- Serve as an ex-officio member of all appointed committees
- Perform all other duties pertaining to the office of the President
- The President shall cast deciding vote in the event of a tie vote in Executive Committee meetings

**The Vice-President:**

- Shall chair committees on special subjects as designated by the executive committee
- Assume responsibilities of the president in case of absence, illness, or resignation
- Preside over meetings in the absence of the president
- Shall assist the president when requested to do so
- Perform all other duties pertaining to the office of the Vice President

**The Recording Secretary**

- Shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings
- Maintain records of all proceedings
- Perform all other duties pertaining to the office of recording secretary
- Distribute copies of minutes and the agenda to each board member, and assuring that conference records are maintained.

**The Corresponding Secretary**

- Sending out meeting announcements and memos
- Conduct all correspondence for the NCCLC

**The Director of Finance**

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**2015**

- Shall be responsible to ensure a finance report is prepare to be presented at each board meeting by the treasurer.
- The Director of Finance shall chair the finance committee
- Assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public
- Keep financial records
- Oversee the treasurer as he/she collect all monies
- Ensure that proper signatures are on checks before issuance

**Parliamentarian**

- Maintain order during meetings
- Should possess knowledge and understand Robert Rules of Order and the Constitution
- Acknowledge conflicts in accordance with Robert Rules of Order and the Constitution and bring them before the body

**Historian**

- Keep records of the events and charter members
- Prepare and maintain a scrapbook of activities
- Take pictures and when possible record Conference activities

**Section 8 — Vacancies:** When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

**Section 9 — Resignation, termination, and absences:** Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to excess absences (more than two unexcused absences from board meetings in a year). A board member may be removed for other reasons by a three-fourths vote of the remaining Executive Committee members.

**Section 10 — Special meetings:** Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

Article V— Committees

**Section 1 — Committee formation:** The Executive Committee may create committees as needed, such as fundraising, scholarships, public relations, programs, etc. The Executive Committee President appoints all committee chairs.

**Section 2 — Executive Committee:** The seven officers serve as the members of the Executive Committee.

**Section 3 — Finance Committee:** The Director of Finance is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other executive committee members. The executive committee must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the executive committee showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, and the public.

Article VI — Amendments

**Section 1 — Amendments:** These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular executive committee announcements.

**CERTIFICATION**

These bylaws were approved at a meeting of the Executive Committee by a two thirds majority vote

On December 7, 2015.

Secretary Bernita Drumbler Date: December 7, 2015