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16 JAN 12 12:10:47

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DEPARTMENT OF STATE  
16 JAN 12 AM 10:46

## COVER LETTER

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

SUBJECT: WESLEY FOUNDATION AT FAMU, 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: LATHICIA SCRIVEN  
Name (Printed or typed)

2162 Golden Eagle Dr. W  
Address

Tallahassee, FL 32312  
City, State & Zip

225-603-7278  
Daytime Telephone number

endeavortolearn@yahoo.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  
WESLEY FOUNDATION AT FAMU, INC.**

**A Florida Not-For-Profit Corporation**

16 JAN 12 10:10:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby executes and acknowledges these Articles of Incorporation for forming a Florida not-for-profit corporation, with no stock issue or to be issued and with no members, all in accordance with the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation shall be Wesley Foundation at FAMU, Inc. (the "Corporation")

**ARTICLE II  
PRINCIPAL OFFICE**

The principal street address of the Corporation is: Northwest District UMC Office, 2236 Capital Circle NE, Suite 203, Tallahassee, FL 32308

The principal mailing address of the Corporation is: c/o Northwest District UMC, P.O. Box 13766, Tallahassee, FL 32317-3766

**ARTICLE III  
PURPOSE**

The Corporation is organized exclusively for charitable, religious and educational purposes as will qualify it as exempt from federal taxation under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. In furtherance of its exempt purposes, the Corporation is organized exclusively for the benefit of and to further the purpose and teachings of The Florida Annual Conference of The United Methodist Church (the "Conference"). Further, this Corporation is organized exclusively for such purposes as are permitted under the terms of that certain letter (the "Exemption Letter") dated October 16, 1974, from the Internal Revenue Service to the Council on Finance and Administration of the United Methodist Church, or under the terms of any future letter or other document that modifies or replaces the Exemption Letter.

**ARTICLE IV  
BOARD OF DIRECTORS**

Section 4.1 Corporate **Affairs**. The affairs of the Corporation shall be managed by a Board of Directors who shall be appointed initially, and from time to time thereafter, by the Conference.

The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation.

Section 4.2 Number. This Corporation shall have three (3) Directors initially. The number of Directors may be increased or reduced from time to time; however, the Corporation shall at all times have at least three (3) Directors.

Section 4.3 Names and Addresses of Initial Directors. The names and addresses of the persons who are to serve as the initial Directors of the Corporation until the appointment of successors are as follows:

Chandra Snell  
1575 Paul Russel Rd. #3802  
Tallahassee, FL 32301

Darryl Scriven  
2162 Golden Eagle Drive W  
Tallahassee, FL 32312

Robert Streater, III  
4434 Gearhart Road Ste. 1401  
Tallahassee, FL 32303

#### **ARTICLE V** **LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, trustee, director, officer or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Article III of these Articles. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). The Corporation may utilize Conference facilities and pay the Conference reasonable compensation for such use in accordance with agreements as it may enter into with the Conference from time to time. The Corporation may, from time to time, distribute excess funds, if any, to the Conference.

## **ARTICLE VI**

### **DISSOLUTION**

Upon the dissolution of the Corporation, all assets of the Corporation remaining after all liabilities and obligations of the Corporation have been paid, satisfied and discharged, will be transferred, conveyed, and distributed to The Florida Annual Conference of the United Methodist Church, such that the distribution shall be in a manner which qualified for exemption under Section 501(c)(3) and 170(c) of the Internal Revenue Code of the United States of America, for a public purpose, and none of the assets shall be distributed to any member, officer, or director of this corporation.

If on the date of such proposed distribution, The Florida Annual Conference of the United Methodist Church is no longer in existence or does not qualify for exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, the assets of the Corporation shall be transferred, conveyed, and distributed to the United Methodist entity (the "Successor Organization") entitled under *The Book of Discipline of The United Methodist Church*, or by other General Conference, Jurisdictional Conference, Annual Conference, or District action, to receive the assets of The Florida Annual Conference of The United Methodist Church upon its dissolution.

If pursuant to the preceding paragraphs, the Corporation's assets are to be distributed to the Successor Organization, but on the date of the proposed distribution the Successor Organization is no longer in existence or does not qualify for exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the assets of the Corporation shall be transferred, conveyed, and distributed to such other United Methodist related organization(s) as may be specified in, or provided for, under a Plan of Distribution adopted by this Corporation; provided, however, that in any event, each such distribute organization shall be exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE VII**

### **INDEMNIFICATION**

In consideration of service to it, the Corporation agrees to defend, indemnify and hold harmless any person made or threatened to be made a party to any action or proceeding whether civil or criminal, by reason of the fact such person is or was a member of the Board of Directors (a "Board member") or an officer of the Corporation, or serves or served any other corporation, entity or organization in any capacity at the request of the Board of Directors while a Board member or officer of the Corporation, from and against any liability or loss that such person may sustain as a result of claims, demands, costs, judgments, fines or amounts paid in settlement upon approval of the Board of Directors, including reasonable attorneys' fees and costs of investigation, whether suit be filed or not and including appeal, arising or resulting from such a person's service or tenure as a Board member or officer of the Corporation.

Such duty to defend, hold harmless and indemnify shall be enforced to the fullest extent permitted by the laws of the State of Florida, expressly covering, by way of example and not limitation, negligence of the indemnitee, negligent or unintentional violation by the indemnitee of any antitrust, civil rights, or other law of the State of Florida or the United States of America, and excluding only indemnification against loss or liability arising from intentional wrongdoing. Nevertheless, the Corporation shall defend the defendant or accused against any claim, demand suit or prosecution for intentional wrongdoing or such equivalent, including appeal. The defendant or accused, however, shall be required to repay the cost of defending a suit or prosecution for his or her intentional wrongdoing or such equivalent if held liable by judgment or convicted, after exhaustion or waiver of appeal. No person shall be entitled to indemnification with respect to actions or claims by the Corporation or by The United Methodist Church or any of its affiliated conferences, agencies or organizations.

Every indemnitee referred to herein shall give written notice to the Board of Directors of any act or occurrence requiring the Corporation to perform any obligation under this indemnification provision and agreement when any indemnitee is made or threatened to be made a party to any action or proceeding, whether civil or criminal, as indemnified against herein, promptly after the threats of such actions or proceedings shall have come to the indemnitee's knowledge, said notice to be furnished to the Board of Directors in writing, by registered mail, addressed to the President of the Corporation at the corporate address. The indemnitee agrees to fully cooperate with the Corporation in its discharge of its obligations hereunder and to furnish to the corporation all information requested in discharging the Corporation's obligations herein stated. In case a claim should be brought or an action tiled with respect to the subject of indemnity herein, or a threat thereof, the indemnitee agrees that the Corporation may employ attorneys of its own selection to appear and defend the claim or action on behalf of the indemnitee at the expense of the corporation as herein required, and the Corporation, at its option, shall have the sole authority for the direction of the defense, and shall be the sole judge of the acceptability of any compromise or settlement of any claims or actions against the indemnitee, or threats thereof.

#### **ARTICLE VIII**

#### **REGISTERED AGENT**

The initial registered agent for the Corporation is Latricia Scriven, 2162 Golden Eagle Dr. W, Tallahassee, FL 32312. As witnessed by the signature below, the initial registered agent acknowledges her position and has agreed to serve until such time as written notice is given of her resignation at which time the Corporation shall designate a new registered agent.

#### **ARTICLE IX**

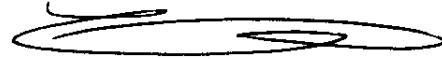
#### **INCORPORATION**

The name and street address of the incorporator of this Corporation is Latricia Scriven, 2162 Golden Eagle Dr. W, Tallahassee, FL 32312.

**ARTICLE X**  
**AMENDMENTS**

These Articles of Incorporation may be amended by the Corporation at any time or from time to time; provided, however, that the Corporation shall be required to obtain the consent of the Conference in order to amend Article III, Section 4.1, Article V, Article VI and Article X.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Incorporation as of the 12<sup>th</sup> day of January, 2016.



Latricia Scriven  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in the above Articles of Incorporation, the undersigned agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. The undersigned accepts the obligations of a registered agent.



Latricia Scriven

Date: January 12, 2016

16 JAN 12 PM 04:11  
STATE OF TEXAS  
COUNTY OF DALLAS  
FILED