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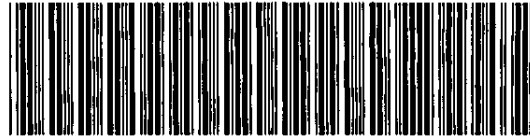
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COVER LETTER

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

SUBJECT: First Step Shelter, 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: Rev. Dr. L. Ronald Durham
Name (Printed or typed)

301 So. Ridgewood Avenue
Address

Daytona Beach, FL. 32114
City, State & Zip

386-671-8092
Daytime Telephone number

DurhamL@codb.us

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 First Step Shelter, Inc.

The undersigned, a citizen of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Laws of the State of Florida, does hereby certify:

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STATE
FLORIDA

I. ORGANIZATION

1.1 Name. The name of the Corporation is First Step Shelter, Inc.

1.2 Seal. The seal of the Corporation will contain the words, "First Step Shelter, Inc., a corporation not-for-profit."

1.3 Office. The principal place of business will be within the City of Daytona Beach, Florida, at a place to be designated from time to time by the Board of Directors. The initial address of the principal office is Office of the City Manager, The City of Daytona Beach, 301 S. Ridgewood Avenue, Daytona Beach, FL 32114.

1.4 Perpetual Existence. The Corporation will have continuous and perpetual existence.

II. PURPOSE

First Step Shelter, Inc., is organized exclusively for the charitable purpose, as that term is defined and used in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated under that section, of developing, managing, and operating the First Step Shelter Program, a homeless assistance service program. The Program will be located in Volusia County, Florida. The Program will include a homeless shelter, on a site designated by The City of Daytona Beach within its municipal boundaries, which when operational will be open 24 hours per day, seven days per week. All revenue received by the Corporation will be used to develop, manage, operate, and support the First Step Shelter Program, including the cost of programming, capital projects, an endowment, and payment of any administrative expenses of the Corporation.

III. FUNCTIONS

In order to carry out its purpose, the Corporation may enter into such contracts, and organize, implement, or participate in such fundraising efforts, as it deems necessary or reasonable.

IV. BOARD OF DIRECTORS AND OFFICERS

The affairs of the Corporation will be managed by a Board of Directors, all of whom will serve without compensation.

4.1 Membership. For purposes herein, the term, "Director" refers to any member of the Board, regardless of whether the member is a voting or non-voting member as described in this section 4.1. At all times the Board will have at least three and no more than seven Directors who

are voting members. In addition, the Board may have one or more non-voting "*Ex Officio*" Directors. Directors may leave the Board through death, removal by the City Commission, or they may voluntarily resign. No Director may assign or transfer his or her membership in the Board.

4.2 Appointments to Board. For organizational purposes the initial Board will be composed of the three Directors identified below, who were all appointed by The City of Daytona Beach City Commission via resolution, and who are all voting members. Thereafter, all Board appointments will be made by The City of Daytona Beach City Commission via resolution; and appointees will consist only of individuals, or representatives of government agencies or corporate entities, contributing funding, property, expertise, or other forms of assistance toward the First Step Shelter Program.

4.3 Duties of Board of Directors. The Directors are expected to devote time, professional knowledge, personal influence, or money, or a combination thereof, to attain the goals of the Corporation and will be selected by reason of their abilities to do the following:

(a) To direct, manage, oversee, and control the business affairs of the Corporation, and to have full power, by majority vote, to adopt rules and regulations governing the actions of the Board of Directors.

(b) To volunteer their specialized business expertise, advice, and guidance to working committees when needed.

(c) To spearhead and to reinforce all community and public relations work of the Corporation.

4.4 Removal of Directors. The Daytona Beach City Commission will have the right to remove any Director, with or without cause, by Resolution.

4.5 Officers. The Board of Directors may designate a President, Vice-President, Secretary, and Treasurer, and such other officers as it may consider appropriate with such duties as it may proscribe.

V. BY-LAWS

Establishment of By-Laws. The Board of Directors of the Corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as the Board may deem necessary from time to time.

VI. MISCELLANEOUS PROVISIONS

6.1 Indemnification of Officers and Directors. Each person who acts as a Director or Officer of the Corporation will be indemnified by the Corporation to the fullest extent permitted by law against any costs and expenses which may be imposed upon or reasonably incurred by him/her in

connection with any action, suit or proceeding in which such person may be named as a party defendant by reason of his or her being or having been a Director or Officer, or by reason of an action alleged to have been taken or omitted by him or her in either such capacity; provided however, that the Corporation will not indemnify any such person against any costs or expenses imposed upon or incurred by him or her in relation to matters as to which he or she will be finally adjudged to be liable to the Corporation for negligence, misconduct, or any other cause, or for any sum paid by him to the Corporation in settlement of an action, suit, or proceeding based on his/her alleged dereliction of duty. This right of indemnification will inure to each Director and Officer whether or not he or she is such Director or Officer at the time such costs or expenses are imposed or incurred, and whether or not the claim asserted against him or her is based on matters which pre-date the adoption of these Articles of Incorporation; and in the event of his or her death will extend to his/her legal representatives. Each person who will act as Director or Officer will be deemed to be doing so in reliance upon such right or indemnification; and such right will not be exclusive of any other right which he or she may have. The Corporation will have power to purchase and maintain insurance to indemnify the Corporation and its Directors and Officers to the full extent such insurance is permitted by law.

6.2 Parliament. Robert's Rules of Order Revised will guide the proceedings of the Corporation, including its Board and Committees, to the extent applicable and consistent with these Articles of Incorporation and the by-laws of the Corporation.

VII. AMENDMENTS TO ARTICLES OF INCORPORATION

7.1 Right to Amend; Procedure. Except as provided in section 7.2 below, the Articles of Incorporation of the Corporation may be amended or these Articles may be repealed and new Articles of Incorporation may be adopted (hereinafter collectively referred to as "amendments"), in accordance with the following procedures:

No amendment will be valid unless it is approved by the Board. In order to be approved by the Board an amendment must receive the affirmative vote of two-thirds of voting Board members during a duly-noticed annual or special meeting of the Board at which a quorum is in attendance.

7.2 Limitations on Right to Amendments. No amendment will be valid that alters the requirements of these Articles regarding the Purpose, Board member qualifications, number of Directors, appointment or removal of Board members, or voting requirements for any meeting of the Board of Directors, unless authorized by the City Commission prior to Board approval.

VIII. DISSOLUTION

In the event of dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution will be distributed upon approval by the Daytona Beach City Commission to the Corporation's endowment fund, if such fund qualifies for a charitable or other exempt purpose within the meaning of section 501(c)(3) of the Internal Revenue Code, or to any non-profit organization that supports activities to ameliorate or end homelessness within the City of Daytona Beach or Volusia County, which qualifies for a charitable or other 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. Any such assets not so disposed of will be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court will determine, which are organized and operated exclusively for such purposes.

IX. FISCAL MANAGEMENT AND MANAGEMENT POLICIES

9.1 The Board will establish and implement fiscal and management policies of high standards and maintain such records as necessary to (i) facilitate an annual audit, monitoring and supervision of the annual budget and expenditures thereunder, and monitoring and supervision of the receipt and expenditure of grants funds, donations, and other funds; and (ii) facilitate the preparation of the annual IRS 990 form or such other reporting forms as may be required to maintain 501(c)(3) status.

9.2 The Board will prepare and distribute to its Directors for each Board meeting, a financial status report of all revenues received and expenditures made since the date of the last report.

9.3 The Board will deposit and maintain all revenues received in a separate interest bearing fund and held in trust for expenditures of the Corporation. Except where otherwise provided by law all checks, drafts, and orders for payment of money of the Corporation will be signed by at least two persons who have previously been designated by a resolution of the Board.

9.4 The Board will have prepared an annual report including a summary of activities, income, and expenses during the prior year.

9.5 All revenues of the Corporation will be used solely in furtherance of the mission stated above in the "PURPOSE". No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to its incorporators, directors, trustees, officers, members or other private persons.

9.6 Contracts, promissory notes, leases, and other corporate instruments executed in the name of and on behalf of the Corporation will be signed by the agent designated by the Board. No contract will be valid unless it is authorized or ratified by a properly adopted resolution of the Board.

Authorizations adopted by the Board pursuant to this Section 9.6 may be general or confined to specific instances.

X. ADDITIONAL LIMITATIONS ON ACTIVITIES

No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will 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, the Corporation will 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.

XI. INITIAL BOARD MEMBERS

The names and addresses of the initial Directors of the Corporation are as follows:

Pamela Woods
City Commissioner
301 South Ridgewood Avenue
City of Daytona Beach
301 S. Ridgewood Avenue
Daytona Beach, FL 32114

Rev. Dr. L. Ronald Durham, D.D., D.P.S.
Community Relations Manager
City Manager's Office
City of Daytona Beach
301 S. Ridgewood Avenue
Daytona Beach, 32114

Joe Forte
City Manager
City of Holly Hill
1065 Ridgewood Avenue
Holly Hill, FL 32117

XII. REGISTERED AGENT

The name and address of the Registered Agent is: **Rev. Dr. L. Ronald Durham, D.D., D.P.S.**
Community Relations Manager
City Manager's Office
City of Daytona Beach
301 S. Ridgewood Avenue
Daytona Beach, Florida 32114

XIII. INCORPORATION

The name and address of the incorporator is: **Rev. Dr. L. Ronald Durham, D.D., D.P.S.**
Community Relations Manager
City Manager's Office
City of Daytona Beach
301 S. Ridgewood Avenue
Daytona Beach, Florida 32114

Having been named as registered agent to accept service of process for the 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.

Rev. Dr. L. Ronald Durham
Rev. Dr. L. Ronald Durham, D.D., D.P.S.

7/21/16
Date

I submit this document and affirm that the facts herein stated 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.

Rev. Dr. L. Ronald Durham
Rev. Dr. L. Ronald Durham, D.D., D.P.S.

7/21/16
Date