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**DR. JAMES & THE SPIRIT OF PRAISE CHORALE INC.**

**1254 NW 159<sup>TH</sup> AVENUE**

**PEMBROKE PINES, FLORIDA 33028**

March 29, 2017

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

Greetings:

Enclosed are two original Articles of Incorporation from Dr. James & The Spirit of Praise Chorale Inc. and a Seventy- Eight Dollars & 75/100 (\$78.75) money order/check for the filing services. Once they are stamped by the Department of the State of Florida's office please forward one of the certified copy of original Articles of Incorporation and any other information to:

**Dr. James & The Spirit of Praise Chorale Inc.**  
**ATTN: Dr. Randy R. James, Registered Agent**  
**1254 NW 159<sup>th</sup> Avenue**  
**Pembroke Pines, Florida 33028**

If there is any additional information you need please do not hesitate to ask.

Respectfully submitted,



Dr. Randy R. James.

Registered Agent

Enclosures

RRJ/rmq

## ARTICLES OF INCORPORATION

**Dr. James & The Spirit of Praise Chorale Inc.**

**A Nonprofit Organization in the State of Florida**

### Article I:

The name of the corporation is Dr. James & The Spirit of Praise Chorale Inc.

### Article II

The principal place of business and mailing address of the corporation is **1254 NW 159th Avenue, Pembroke Pines, FL 33028** and the registered agent for the corporation is **Dr. Randy R. James**.

### Article III

The specific purpose or purposes for which the corporation is exclusively for charitable, religious, and educational: 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, or the corresponding section of any future federal tax code.

### Article IV

The initial Board of Directors will be asked to serve on the board by the incorporators. Thereafter the board members will be elected by the operating board of directors.

### Article V

The initial Board of Directors shall serve as the incorporators for the purpose of filling these Articles of Incorporation. Their names of the incorporators are:

**Randy R. James      1254 NW 159th Avenue      Pembroke Pines, Florida 33028**

**Antoinette McKyer      1975 NW 55th Terrace      Miami, Florida 33142**

**Cheri Lee      2620 NW 112th Street      Miami, Florida 33167**

### Article VI

The registered business address of the Corporation is: **1254 NW 159 Avenue, Pembroke Pines, Florida 33028**. The registered agent for the Corporation is **Randy James**.

## **Article VII**

The name and address of the Incorporator are:

**Randy R. James      1254 NW 159th Avenue      Pembroke Pines, Florida 33028**

**Antoinette McKyer   1975 NW 55th Terrace      Miami, Florida 33142**

**Cheri Lee              2620 NW 112th Street      Miami, Florida 33167**

## **Article VIII**

### **DISILLUSIONMENT**

Upon the disillusionment 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 the state or local government for the use of public purpose. Any such assets not disposed of by the court of jurisdiction or other counties where the corporation will conduct business exclusively for such purposes or to such organization or organizations, as said court of jurisdiction shall determine, which are organized and operated exclusively for nonprofit charitable purposes.

## **Article IX**

### **CONFLICT OF INTEREST**

Board Member of the Dr. James & The Spirit of Praise Chorale Inc. must insure balance, independence and objectivity. All Board Members in a sponsored activity are expected to disclose to activity audience and significant financial interest or other relationship (1) with the setting of salaries of any paid staff members and/or provider(s) of commercial services discussed. (2) With any commercial supporters of the activity. (Significant financial interest or other relationships can include such things as grant support, employee, consultant, members of other organizations etc...) The intent of this disclosure is not to prevent any member of the board to have direct or indirect interest with any significant financial or other relationship set for with the corporation. It remains for the Board of Directors to determine whether the interests or relationships may influence the decisions about his declaration of conflict of interest.

## **Article X**

### **WHISTLEBLOWERS ACT**

Dr. James & The Spirit of Praise Chorale Inc. expects its members, directors, officers, employees, contractors, and other representatives to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. All employees and

representatives of Dr. James & The Spirit of Praise Chorale Inc., must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the responsibility of all members, directors, officers, contractors, and employees to report Wrongful Conduct in accordance with this Whistleblower Policy.

#### Article XI

#### PRIVATE INUREMENT

Dr. James & The Spirit of Praise Chorale Inc., exist for the public good and not to be created or operated for the benefit, financial or otherwise, of a private individual. Violation of these doctrines can result in heavy taxation and/or loss of nonprofit status.

#### Article XII

#### PURPOSE

Dr. James & The Spirit of Praise Chorale Inc. is organized exclusively for charitable, religious, and educational: 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, or the corresponding section of any future federal tax code.

#### Article XII

#### MANNER OF ELECTION

The Board of Directors are elected as prescribed in the Corporate Bylaws. Elections will be conducted annually by popular vote of the Board of Directors. **Vacancies, Additions, Elections and Removal.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason or an increase in the number of Directors shall be filled by a two-third (2/3) majority vote of the Board of Directors.

**We the undersigned incorporators duly sign with the chance of perjury that the above statements for these Articles of Incorporation for Dr. James & The Spirit of Praise Chorale Inc. are true and correct and there being no other voting members attest:**

Randy R. James  
Randy R. James

Antoinette McKyer  
Antoinette McKyer

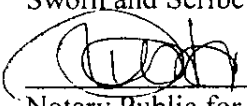
Cheri Lee  
Cheri Lee

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TALLAHASSEE, FLA

**BEFORE ME, a NOTARY FOR THE STATE OF FLORIDA** appeared **Randy R. James, Antoinette McKyer and Cheri Lee** were duly sworn and scribed for these Articles of Incorporation.

In Miami Dade County:

Sworn and Scribe before me this 4<sup>th</sup> day of April, 2017.

  
Notary Public for the County of  
Miami Dade, Florida

My commission expires: Feb 14 2021



Petra Alexander  
Commission # GG068120  
Expires: Feb. 14, 2021  
Bonded thru Aaron Notary

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