

#N17000008066

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STATEMENT OF FACT
FAIRFAX ENVIRONMENTAL COMMITTEE FOR JUSTICE, INC.
A Florida Not For Profit Corporation
to the
Florida Department of State
Ken Detzner, Secretary of State

400319911574

October 12, 2018

The Florida Department of State, Division of Corporations states "A person may not, in any matter within the jurisdiction of the Department of State, knowingly and willfully falsify or conceal a material fact, make any false, fictitious, or fraudulent statement or representation, or make or use any false document, knowing the same to contain any false, fictitious, or fraudulent statement or entry. A person who violates this section is guilty of a felony of the third degree, punishable as provided in s.775.082, s. 775.083 or s. 775.084."

On August 04, 2017, Document N17000008066, Fairfax Environmental Committee for Justice, Inc. filed Articles of Incorporation listing in Article VII, Iris Hinton, President; Brenda Ford, Vice President; Grace Andrews, Secretary; Aerial P. Flo, Treasurer; Ernest Lundy, Trustee; and Leroy R. Polite, DDS, Trustee. Members of the corporation duly voted in these board members as the inaugural Directors of the same. At its first meeting, the board of the Fairfax Environmental Committee for Justice, Inc., adopted Bylaws.

On August 16, 2018, without a majority vote of the board at a properly noticed meeting, as required by Section 12 of the Bylaws, Ms. Hinton filed an Amendment to the original Annual Report with the Department of State that replaced three board members with her son, Gregory and two others.

The Bylaws define a quorum in Section 12 as "A majority of the entire Board shall be present in person at any meeting of the board in order to constitute a quorum for the transaction of business at such meeting and except as otherwise by law specifically provided, or except where the vote of a majority of the entire Board is required hereunder, the vote of the majority of the Directors present at such time, shall be the act of the Board."

Apparently, Ms. Hinton, with or without a meeting with the two board members she kept, decided to appoint three new people to the board, unbeknownst and unapproved by the majority of the inaugural Directors listed on the original filing of August 04, 2017. Iris Hinton, President, had three votes at the most and she needed four to add new board members under the Bylaws.

President Hinton also had no authority to remove three board members. The Bylaws require four votes to remove board members. Article VI, Section 7, Resignation/Removal, states "Any Director may resign at any time. Any Director may be removed from office at any time, either with or without cause, by vote of two-thirds of the entire board." President Hinton's action to remove these board members did not comply with the Bylaws.

No properly noticed and called meeting ever took place. No quorum was ever present to provide a majority vote approving the Amendment. No properly adopted Meeting Minutes exist to support the replacement of board members.

In addition to other false, unauthorized, fictitious, and fraudulent actions committed against Fairfax Environmental Committee for Justice, Inc., the August 16, 2018 Amended Annual Report is, unauthorized, and hence, invalid.

In violation of the organizational Bylaws, Ms. Hinton intentionally took unauthorized actions improperly removing Grace Andrews, Secretary; Aerial P. Flo, Treasurer; Ernest Lundy, Trustee from the corporate documents. Also, in violation of the same, Ms. Hinton with the knowledge of Ms. Ford, improperly and autonomously bestowed Director status upon Gregory Hinton, Ms. Hinton's son, and Joise Joyner.

Additionally, the form of payment for this transaction was unknown and unauthorized, as it was taken from the bank account of the subject organization by way of an unauthorized credit card utilized on 04/13/2018.

After learning of the aforementioned actions, a properly called and noticed Special Meeting of the Directors convened on 10/05/2018 to Remove Non-Compliant Officers and Trustees, and Implement Corrective Actions.

It was Resolved by the Directors of Fairfax Environmental Committee for Justice, Inc. that the inaugural Articles of Incorporation, rightfully filed with and approved by the Secretary of State, Document N17000008066, Dated August 04, 2017, listing in Article VII as Directors, Iris Hinton, President; Brenda Ford, Vice President; Grace Andrews, Secretary; Aerial P. Flo, Treasurer; Ernest Lundy, Trustee; and Leroy R. Polite, DDS, Trustee, be re-instated.

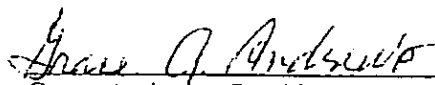
It was also Resolved that as a corrective action, for the benefit of the Fairfax organization and community, Iris Hinton and Brenda Ford were by a majority vote disassociated and removed from Fairfax Environmental Committee for Justice, Inc.

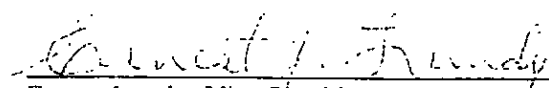
Being that the aforementioned actions of the former are invalid, Gregory Hinton and Joise Joyner are not and have never been dually authorized members of Fairfax Environmental Committee for Justice, Inc.

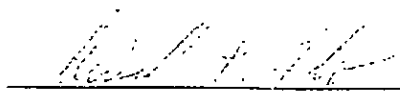
Lastly, at the Special Meeting of 10/05/2018, new Officers from the inaugural Directors were elected. Remaining board seats will be filled at an upcoming meeting and the subject Articles of Incorporation shall be amended upon filing the Annual Report.

The officially seated Officers of Fairfax Environmental Committee for Justice, Inc. are:

Grace Andrews, President
Ernest Lundy, Vice-President
Aerial P. Flo, Treasurer
Leroy R. Polite, DDS, Trustee

 10-12-18
Grace Andrews, President 10/12/18

 10-12-18
Ernest Lundy, Vice President 10/12/18

 10/12/18
Aerial P. Flo, Treasurer 10/12/18

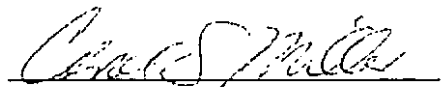
NOTARY:

Sworn to and subscribed before me on October 12, 2018, by the President, Grace Andrews; the Vice President, Ernest Lundy, and the Treasurer, Aerial Flo, who: (Check ONE)

☐ is personally known to me, or

☒ has produced a Florida Driver's License

as identification.



Florida Notary Public (Signature)

(Name of Notary Typed, Printed or Stamped)

My Commission expires:

