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COVER LETTER

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

SUBJECT: Legacy Communities of North Florida, 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: Sandra K Thompson

Name (Printed or typed)

8974 Nazareth Alice Dr.

Address

Tallahassee, Florida 32309

City, State & Zip

850-933-8510

Daytime Telephone number

sandrahthompson@gmail.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

In Compliance with (State) Florida Chapter 617, F.S., (Not for Profit)

ARTICLE I: NAME

The name of the corporation shall be:

Legacy Communities of North Florida, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Legacy Communities of North Florida, Inc.
8974 Nazareth Alice Dr.
Tallahassee, FL 32309

ARTICLE III: PURPOSE

The purpose for which the corporation is organized is:

Section 1: This corporation is organized exclusively for charitable, literary, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code. The corporation may receive and administer funds for charitable, literary, educational, or scientific purposes, with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 to aid anyone who needs assistance in achieving a life of self-sufficiency and wellbeing.

Section 2: To the extent consistent with the above general purposes, the specific purposes of the organization will consist of but not be limited to providing services aimed at creating a productive and prosperous quality of life for families and individuals to include facilitating community and economic development, family heirs' property resolution, educational services, historic preservation and cross cultural understanding, performing arts enrichment, and wealth building strategies through entrepreneurship;

Section 3: To receive property by gift, devise or bequest subject to the laws relating to the transfer of property by gift or will;

Section 4: To act as Trustee under any trust incidental to the principal objects of the corporation and to receive, hold, administer and expend funds and property subject to such trust;

Section 5: To take, purchase or otherwise acquire; to own, hold, occupy, use; manage, improve, develop and work; to grant, sell, exchange, let, demise and otherwise dispose of real estate, buildings, and improvements and every right, interest, and estate therein without limit as to the amount thereof and wheresoever the same may be situated; to erect, construct, alter, and

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repair buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation, or association, or any Federal, State, or other government for erection, construction, alteration, repair, renewal, equipment, improvement, development, use, leasing, management or control of any buildings, improvements or structures of any kind where ever, the same be situated;

Section 6: To enter into, make perform, and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw, make, accept, endorse discount, issue, and execute promissory notes, warrants and other negotiable or transferable interests; and

Section 7: To purchase or otherwise acquire, own, hold, use, sell, assign and transfer, exchange or otherwise dispose of, deal in or deal with personal property of every kind and description without limit as to the amount thereof and affairs and attainment of the exempt purposes of the corporation, and have and exercise all the powers now or hereafter conferred by the laws of the State.

ARTICLE IV: Members and Manner of Election

This is a non-member corporation.

ARTICLE V: INITIAL DIRECTORS AND/OR OFFICERS

Name:	Address:	Title:	
1	Dr. Sandra Thompson	8974 Nazareth Alice Dr. Tallahassee, FL 32309	Chairperson / President
2	Dr. Mary Simmons	3229 Riddle Dr. Tallahassee, FL 32309	Treasurer
3	Ms. Tondalaya Nelson	2400 Mission Road, Tallahassee, FL 32304	Secretary
4	Ms. Harriett Paul	2904 Whiskery Court Tallahassee, FL 32304	Director
5	Dr. Denise Michel	4270 Summertree Dr. Tallahassee, FL 32311	Director

The initial officers will serve in their positions until the first annual meeting.

The manner in which officers and directors are elected or appointed are provided for in the bylaws.

ARTICLE VI: OFFICERS

Section 1: General Powers

The responsibility, supervision and guidance of the affairs of the Corporation shall be vested in the Board of Directors, consisting of no fewer than three (3) and no more than nine (9) members.

together with the officers of this organization. All members shall be citizens of the United States and its Territories and the majority residents of Florida, as well as, demonstrated commitment to the mission of the Corporation as evidenced by his/her membership in other community and professional organizations.

Section 2: Election and Term of Office

The Directors named in the Corporation's Article of Incorporation shall serve until their successors are elected and qualified. A nominee for office must be a person of integrity, with strong skills in the areas of leadership and organization. It is the responsibility of the Secretary to conduct an exhaustive search to identify the best-qualified candidates based on the needs of the organization.

Section 3: At any meeting of the Board of Directors, a quorum shall consist of one (1) more than fifty percent (50%) of the total members of appointed Directors.

Section 4: Each Director shall have one vote and such voting may be done by proxy by phone, fax, or email; in addition, each Director may submit his/her vote by absent ballot.

Section 5: The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine is necessary.

Section 6: Removal and Resignation of Directors

The term of office of any director shall be terminated upon:

- (a) His or her death or incapacity;
- (b) A vote of at least two-thirds (2/3) of the entire Board to remove him or her from office with cause at a regular meeting or at a special meeting for which the notice thereof shall specify such purpose.

Cause for the removal of a Director shall include, but not be limited to: criminal conviction, failure to attend three (3) consecutive Board meetings, unless duly excused, commission of fraud or gross misconduct, or failure to perform the responsibilities of a Director.

- (c) The effective date of his or her resignation, submitted in writing to the Chairperson or the Secretary of the Board, whichever comes first. Such resignation shall take effect at the time specified therein or if no time is so specified shall take effect immediately; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VII: MEETINGS

Section 1: Attendance by Telephone

Any or all members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in this manner constitutes presence in person at the meeting.

Section 2: Action Without a Meeting

Any action which is required to be taken, or which may be taken, at a meeting of the Directors may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all Directors then in office. Such consent shall have the same force and effect as a unanimous vote of all Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 3: Annual, Special, and Regular Meetings

The annual meeting shall be held on or before December 31 of each calendar year. The Board of Directors shall meet at least quarterly at such times and places as may be determined by the Executive Committee. The exact dates will be provided subject to notice under Article 3, Section 3.11. Any one or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4: Notice and Place of Meetings

Generally, notice of the date, time and location of all annual and regular meetings of the Board of Directors shall be given to each director at the last meeting of the year. Notification of special meetings shall occur at least three (3) days prior to each meeting. Such notice for a specific director may be waived in writing if signed by the absent director either before or after the time stated therein. A Director's attendance at any meeting shall constitute a waiver of notice of such meetings, except for attendance at a meeting by a member for the purpose of objecting to the transaction of business because the meeting is lawfully called or convened. An exception to the written notice requirement is permitted for special meetings; for these meetings a three-day notice by telephone is sufficient.

ARTICLE VIII: DUTIES OF DIRECTORS

Section 1: The Chairperson/President shall preside at all meetings of the Board of Directors; the Treasurer or Secretary shall preside in the absence of the Chairperson.

Section 2: Said corporation Legacy Communities of North Florida, is organized exclusively for charitable and educational 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.

Section 3: The Treasurer shall be in charge of administering the financial policy of the Corporation. The Treasurer shall have custody of the corporation's funds, securities and records. He or she shall deposit all funds to the credit of the Corporation in general or special accounts in such banks or financial institutions as the Board of Directors may from time to time select. He or she shall keep full and accurate account of receipts and disbursements of all monies received and

paid on account of the Corporation. He or she shall exhibit such books of accounts and records to any of the Directors at any time upon request at the principal office of the Corporation, and shall render detailed financial statements to the Board of Directors at all regular meetings of the Board of Directors. He or she may be required by the Board of Directors to give bond for the faithful discharge of his/her duties. The Treasurer shall, in the absence of the President preside at appropriate meetings. The Treasurer shall serve on the Finance Committee.

Section 4: The Secretary shall be responsible for recording the proceedings of meetings of the Corporation, Board of Directors and the Executive Committee and the maintenance of the corporate records and the seal of the Corporation.

The Secretary shall give required notice of meetings to the Board of Directors and to other committee members as deemed necessary. He or she shall maintain appropriate records of the Corporation, including its Articles of Incorporation, Bylaws, minutes, names, addresses and phone numbers of all the **members of the Board**, and shall perform in general all the duties incident to the office of the Secretary.

Section 5: Nominating and Voting Process

At a designated meeting of the Board of Directors the Secretary will present candidates to the board for each available office. A motion will be made and recorded to accept the nominee(s). The directors present shall cast a written secret ballot. The Secretary or such other person as the Board of Directors may designate, shall be responsible for conducting the election and counting the ballots. The candidate with the highest number of votes cast shall fill the officer position.

Section 6: Bonding

All officers and employees of the Corporation who handle funds of the Corporation, or who are custodians of property may be bonded in an amount to be determined by the Corporation. The cost of such bond or bonds shall be paid from the funds of the Corporation.

Section 7: Removal of Officers

An officer may be removed subject to Article 6, Section 6 above.

Section 8: All board members shall complete a standard application form.

ARTICLE IX: TERRITORY

The territory in which the operations of the corporation are principally to be conducted is Florida and the United States of America and its territories and possessions; but the operation of the corporations shall not be limited to such territory.

ARTICLE X: NON-STOCK CORPORATION

The corporation shall be considered organized on a non-stock basis, and therefore, certificate of shares of stock in the corporation shall not be issued.

ARTICLE XI: LIMITATIONS

Said Corporation is organized exclusively for charitable and educational 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.

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 or in opposition to 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, 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. "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person.

It is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

ARTICLE XII: REIMBURSEMENT OF EXPENSES

By resolution of the organization, the Directors and Officers may be paid for their expenses and/or reimbursed as is reasonable and necessary as approved by the Board of Directors.

ARTICLE XIII: ROBERT RULES OF ORDER

Except as for specific situations approved by the Board of Directors, meetings shall be conducted in accordance with Robert's Rule of Order as most recently revised in addition to the agenda line items the Board of Directors can implement; For example:

1. Call to order
2. Roll call of members present
3. Reading of minutes of last meeting
4. Officer's reports
5. Committee reports
6. Special orders; Important business previously designated for consideration at this meeting
7. Unfinished business
8. New business
9. Announcements
10. Adjournment.
- 11.

ARTICLE XIV: SALARIES

Section 1: The Board of Directors shall serve without compensation.

Section 2: The Board of Directors shall hire and develop the compensation of any and all employees, which they, in their discretion, may determine to be necessary for the conduct of the business of the organization.

ARTICLE XV: COMMITTEES

Section 1: The Board of Directors shall appoint all committees of this organization. The term of office of such committees shall be for a period of 18 months or less, if sooner terminated by such action of the Board of Directors.

ARTICLE XVI: VOTING

Section 1: In order for the Board of Directors to recommend any action, the vote ratifying this recommendation must be a majority one.

ARTICLE XVII: STAFF

Section 1: The Board of Directors may, as its option, employ professional assistance as it deems necessary to assist in the operation of the organization and its programs. Such authorization may be given to the Chief Executive Officer for the cause of conducting pertinent business.

ARTICLE XVIII: FINANCES

Section 1: The funding for this corporation shall be established by the Board of Directors with input for the Chief Executive Officer.

Section 2: The fiscal year for accounting purposes will be from January 1 through December 31.

Section 3: Financial statements shall be rendered on a detailed and regular basis and made available for the Board of Directors for inspection.

ARTICLE XIX: LIABILITY

Section 1: Nothing in these articles shall constitute any member of the Board of Directors partners for any purpose. No Director, officer, agent, or employee of this organization shall be liable for the acts or failure to act on the part of any other member, officer, agent, or employee of this organization. Nor shall any member, officer, agent, or employee be liable for his/her acts or failure to act under these articles, excepting only acts or omissions to act arising out of his/her negligence or misconduct in the performance of day for this organization.

Section 2: No member, director, or officer shall be personally liable for any debt or obligation incurred by the Corporation except the payment of annual dues as determined by the corporation.

ARTICLE XX: CONFLICT OF INTEREST

Section I: The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction.

This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section II: Definitions

Interested Person - Any director, principal officer, or member of a committee with governing board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the has a transaction or arrangement,
- b. A compensation arrangement with the organization with any entity or individual with which the organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which **there** is the negotiating of a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section III: Procedures

1. **Duty to Disclose** - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists** - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed

and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section IV: Records of Proceedings

The minutes of the governing board and all committees with board-delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section V: Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from either **an** individual or collective, is prohibited from providing information to any committee regarding compensation.

Section VI: Annual Statements

Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement, which affirms such person?

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy, and
- d. Understands the organization's charitable designation and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section VII: Periodic Reviews

To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section VIII: Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring **that** periodic reviews are conducted. This conflict of interest policy has been adopted **through the** by-laws.

ARTICLE XXI: DISTRIBUTION OF FUNDS UPON DISSOLUTION

Upon the dissolution or winding up of the corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed only to non-profit organizations that are both active and tax-exempt at the time of this corporation's dissolution. In the event that the corporation dissolves the following organizations are selected to receive equally its remaining assets to the following organizations:

John G. Riley Center and Museum, 419 East Jefferson Street, Tallahassee, FL 32301; (1) The Riley House Museum and Center, Tallahassee, Florida and (2) St. Jude Children's Research Hospital, 262 Danny Thomas Place, Memphis, TN 38105.

ARTICLE XXII: BYLAWS

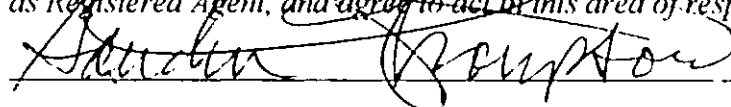
Bylaws, not inconsistent with law of these Articles of Incorporation, shall be adopted by the Board of Directors to provide for the administration of the affairs of the corporation and the exercise of its corporate powers.

ARTICLE XXIII: DISTRIBUTION OF FUNDS UPON DISSOLUTION

Section 1: Any amendments of the constitution of bylaws must be approved by a two-thirds (⅔) vote of the Board of Directors.

ARTICLE XXIV: INITIAL REGISTERED AGENT AND STREET ADDRESS

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, accept the appointment as Registered Agent, and agree to act in this area of responsibility.

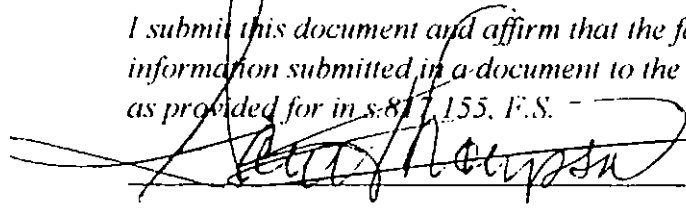

Dr. Sandra Thompson
8974 Nazareth Alice Dr.
Tallahassee, FL 32309

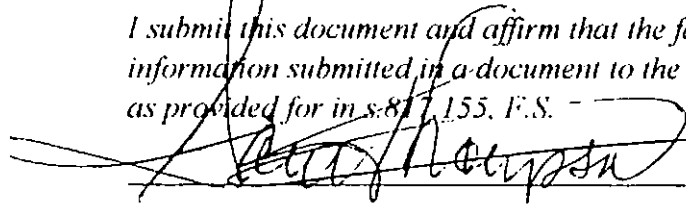
 2/13/18
Date

ARTICLE XXV: INCORPORATOR

The name and address of the Incorporator.

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.


Dr. Sandra Thompson Date
8974 Nazareth Alice Dr.
Tallahassee, FL 32309

 2/13/18

ARTICLE XXVI: EFFECTIVE DATE

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11

Legacy Communities of North
Florida, Inc.

EIN: 82-4385762

The effective time of the Articles of Incorporation of the Corporation, and the time when the existence of the Corporation shall commence, shall be when the Articles of Incorporation are filed with the Secretary of State.

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.

Signature/Registered Agent

Date

2/13/18

Signature/Incorporator

Date

2/13/18

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