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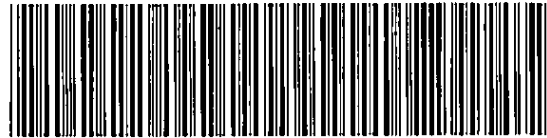
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18 NOV - 1 PM 12:21
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: Progressive Leadership Council 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: Dorothy Inman-Johnson
Name (Printed or typed)

2121 Trescott Drive
Address

Tallahassee, FL 32308
City, State & Zip

850 - 445-8807
Daytime Telephone number

dotinman-johnson@hotmail.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 Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: Progressive Leadership Council of North Florida, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address:

2121 Trescott Dr.
Tallahassee, FL 32308

Mailing address, if different is:

Same

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: a non-profit social issues advocacy organization. See attached information for more details.

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed:

See attached Bylaws.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Dorothy Inman Johnson
Founder/President
Address: 2121 Trescott Dr.

Name and Title: X
Address: _____

Name and Title: Linda Miklowitz - V.P.
Address: Tallahassee, FL 32308

Name and Title: _____
Address: _____

Name and Title: Aknoton Thomas, Sec.
Address: Tallahassee, FL

Name and Title: _____
Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2018 NOV - 1 PM 12:27

FILED

Name and Title: _____ Name and Title: _____
Address: _____ Address: _____

Name and Title: _____ Name and Title: _____
Address: _____ Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Dorothy Inman-Johnson
Address: 2121 Trescott Dr.
Tallahassee, FL 32308

FILED
2018 NOV - 1 PM 12:27
CLERK OF COURT
TALLAHASSEE, FLORIDA

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is: Dorothy Inman-Johnson,

Name: _____
Address: 2121 Trescott Dr.
Tallahassee, FL 32308

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

Dorothy Inman-Johnson
Required Signature of Registered Agent

11-1-18
Date

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.

Dorothy Inman-Johnson
Required Signature of Incorporator

11-1-18
Date

BYLAWS OF Progressive Leadership Council.

Article I

NAME: The name of the corporation is Progressive Leadership Council.

Article II

OFFICES AND REGISTERED: AGENT

1. **Principal Office.** The principal office of the corporation and such other offices as it may establish shall be located at such place or places, either within or without the State of Florida, as may be designated by the Board of Directors.
2. **Registered Office.** The corporation shall continuously maintain within the State of Florida a registered office in compliance with the State of Florida Division of Corporations. The corporation shall continuously maintain within the State of Florida a registered agent in compliance with the State of Florida Division of Corporations.

Article III

MEMBERS

1. The members of the corporation shall be the members of the Board of Directors as outlined in the Bylaws.

Article IV

BOARD OF DIRECTORS

1. **General Powers and Duties.** Management of the affairs of the corporation shall be vested in its Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to the corporation under its Articles of Incorporation, subject to the limitations set forth in the Articles.
2. **Number.** The number of directors shall be fixed by resolution of the Board of Directors, but shall not be less than three (3).
3. **Qualifications.** Directors need not be residents of Florida. No person shall serve as a director of the corporation if he or she has a direct or indirect personal or financial relationship which would materially impair his or her ability to act solely in the interests of the corporation. Whenever a director has a direct or indirect personal or financial interest in a particular transaction or other decision to come before the Board of Directors, he or she shall disclose such personal or financial interest to the Board of Directors, which shall take such action, including disqualification, as it determines to be appropriate.
4. **Election; Terms.** Directors shall serve a two (2) year term. Otherwise, the term of office of any individual director shall terminate upon the effective date of his or her resignation, which may be made at any time by giving notice thereof in writing; upon his or her death; or upon a vote of a $\frac{2}{3}$ majority of the entire Board then in office to remove him or her from office. In case of a tie, the winner shall be determined by coin toss. New directors shall be elected to the Board by the $\frac{2}{3}$ majority vote of the Board then in office. A director may succeed him or herself.

5. Quorum; Voting. ~~Twenty percent~~One-half (1/2) of the entire membership of the Board of Directors then in office shall constitute a quorum for the transaction of any business. In no case shall a quorum consist of less than two (2) Directors. In the absence of a quorum, a majority of those members present may adjourn the meeting. The affirmative vote of a $\frac{2}{3}$ majority of the directors present at a Board meeting at which a quorum is present shall be necessary and sufficient to the making of decisions by the Board, except as a larger vote may at any time be otherwise specifically required by the Articles of Incorporation, or these Bylaws. Each director shall have one vote. All voting at meetings shall be done personally and no proxy voting shall be allowed. When deemed necessary between meetings, at the discretion of the President, votes may be conducted by email or teleconference and will constitute a valid vote after three calendar days on vote by a quorum.

6. Meetings. The Board of Directors shall meet at least once a year for an "Annual Meeting". Special meetings of the Board of Directors may be called by the President, or by the President or Secretary upon the written request of one-third of the Board. Regular or special meetings may be held either within or without the State of Florida, in-person or via teleconference, or may be conducted by email, and shall be held at such times and in such places as the Board of Directors may determine in advance.

7. Notice. At least seven (7) days notice shall be given to each director of a regular meeting of the Board of Directors, provided that the corporation may provide a single notice of all regularly scheduled meetings for that year without having to give notice of each meeting individually. A special meeting of the Board of Directors may be held upon notice of two (2) days. Notice of a meeting of the Board of Directors shall specify the date, time, and place of the meeting, but, except as provided in Article IX of these Bylaws (relating to amendment of the Articles and Bylaws), need not specify the purpose for the meeting or the business to be conducted. Notice must be either delivered personally to each director or mailed (including the sending of a fax, or electronic mail) to his or her address on record with the corporation. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage prepaid thereon. If such notice is given by fax or electronic mail, it shall be deemed delivered when transmitted. Notwithstanding the foregoing, a director may waive notice of any regular or special meeting of the Board of Directors by written statement filed with the Board of Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

8. Unanimous Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, provided all directors consent in writing and set forth in the same writing the action or decision taken or made. Consent in writing shall have the same force and effect as a unanimous vote, and may be described as such in any document executed by or on behalf of the corporation.

9. Compensation. No director shall be compensated for his or her service as a director, unless otherwise decided by the Board of Directors. Directors may be reimbursed for expenses incurred for the purposes of participating in meetings of the Board and while otherwise acting on behalf of the corporation.

10. Loans. The corporation shall not lend money to or guarantee the obligation of a director, except that the corporation may provide an advance to pay reimbursable expenses reasonably expected to be incurred by a director.

11. Teleconferencing. One or more directors may participate in a meeting by means of a conference telephone or similar communications equipment through which all directors participating in the meeting can speak to and hear each other at the same time provided that each person entitled to participate in the meeting consents to the meeting being held by such means. Participation by such means shall constitute presence in person at the meeting.

Article V

COMMITTEES

1. Executive Committee shall be comprised of the Officers. Except as otherwise required by law or these Bylaws, the Executive Committee shall have such authority as the Board of Directors shall grant to it for the management of the corporation. In the absence of a resolution expressly granting authority to the Executive Committee, the Executive Committee shall have authority to act for the Board of Directors, except that it shall not have authority to alter or amend these Bylaws; to remove or appoint members of the Board of Directors; to elect or remove the officers or executive director, if any; to fill vacancies on a committee created under this Article V; to authorize distributions; or to adopt an annual budget. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors when required. Vacancies in the Executive Committee shall be filled by the Board of Directors at a regular or special meeting.

2. Other Committees. The Board of Directors may create other committees consisting of directors or other persons, which committees shall have such authority as the Board of Directors may by law and these Bylaws direct; provided that any committee that includes persons other than directors may not exercise any powers of the Board of Directors. And provided further that no committee shall have the authority to alter or amend these Bylaws; to remove or appoint members of the Board of Directors; to elect or remove the officers or executive director, if any; to fill vacancies on a committee created under this Article V; to authorize distributions; or to adopt an annual budget.

Article VI

OFFICERS

1. Officers. The officers of the corporation shall consist of a President, a Treasurer, a Secretary and such other officers and assistant officers as the Board of Directors may from time to time elect. The duties of any such officers and assistant officers shall be fixed by the Board of Directors, or by the President if authorized to do so by the Board of Directors.

2. Terms. The officers shall be elected by the Board of Directors and shall hold office for a one year term from the effective date of their election. An individual may serve as an Officer for succeeding terms without limitation. The term of office of any officer shall terminate upon the effective date of his or her resignation submitted orally or in writing to the Board of Directors; upon his or her death; or upon a $\frac{2}{3}$ majority vote of the Board to remove him or her from office.

3. Qualifications. Officers may, but need not be, directors of the corporation. Any two or more offices may be held by the same person.

4. General Powers and Duties. The duties and powers of the Officers of the corporation shall be as provided in these Bylaws or (except to the extent they are inconsistent with these Bylaws) shall be those customarily exercised by corporate officers holding such offices.

5. President. The President shall act as the chief executive officer of the corporation, shall supervise all of the affairs of the corporation in accordance with policies and directives approved by the Board of Directors, and shall perform such other duties as the Board of Directors may from time to time prescribe. The President shall have the power to change the registered agent and registered office of the corporation.

6. Secretary. The Secretary shall record or cause to be recorded all votes and minutes of all proceedings of the Board of Directors. He or she shall give or cause to be given notice of all meetings, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

7. Treasurer. The Treasurer shall keep or cause to be kept full and accurate account of the receipts and disbursements of the corporation, and shall deposit or cause to be deposited all moneys and other assets in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse or cause to be disbursed corporate funds, making proper vouchers for such disbursements, and shall render to the President and the Board, upon request, an accounting of all his or her transactions as Treasurer and of the financial condition of the corporation. He or she shall also perform such other duties as the Board of Directors may prescribe.

8. Inspections. Both the Secretary and Treasurer shall permit any director or his or her duly authorized attorney to inspect all books and records of the corporation, for any proper purpose at any reasonable time.

9. Loans. The corporation shall not lend money to or guarantee the obligation an officer of the corporation; except that the corporation may provide an advance to pay reimbursable expenses reasonably expected to be incurred by a director.

Article VII

MISCELLANEOUS PROVISIONS

1. Fiscal Year. The annual accounting period of the corporation shall begin on January 1 of each year, unless changed by the Board of Directors.

2. Checks. All checks, drafts, or other orders for the payment of money shall be signed by such Officer or Officers or such other person or persons as the Board of Directors may from time to time designate.

3. Contracts. All contracts, notes or other evidences of indebtedness, and leases of space for the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

4. Records. The corporation shall keep as permanent records minutes of all meetings of its board of directors, and any designated body, a record of all actions taken by the board of directors, or members of a designated body without a meeting, and a record of all actions taken by a committee of the board of directors or a designated body on behalf of the corporation. The secretary should be responsible for: (1) Articles of Incorporation or restated Articles of Incorporation and all amendments to them currently in effect; these Bylaws or restated bylaws and all amendments to them currently in effect; (3) minutes and records described in this section for the past 3 years; (4) a list of the names and business addresses of its current directors and officers; (5) Copies of IRS 990 forms.

Article IX

AMENDMENTS

1. Amendments to Bylaws. The Bylaws may be altered or amended, or new Bylaws adopted, at any meeting of the Board of Directors, by a vote of a $\frac{2}{3}$ majority of the directors at any meeting of the Board of Directors, by a $\frac{2}{3}$ majority vote, in accordance with the Voting section of the by-laws herein.
2. Amendments to Articles. The Articles of Incorporation may be altered or amended, or new Articles adopted, at any meeting of the Board of Directors, by a vote of a $\frac{2}{3}$ majority of the directors in office, at any meeting of the Board of Directors, by a $\frac{2}{3}$ majority vote, in accordance with the Voting section of the by-laws herein.

Adopted on the _____ day of _____, 20__.

_____ Secretary

**Progressive Leadership Council Meeting Minutes
May 24th 2018**

Meeting began at 6:02pm

Introduction of minutes which were read and approved.

It was decided that the President is the CEO and the president will perform duties as prescribed by BOD (Board of Directors). There was a motion, amendment to the motion and then a substitute motion.

The substitute motion was to add Vice President by Diane Williams-Cox which passed unanimously.

Motion was made to Article 4 Section 2 to change less to fewer which was approved unanimously. Note: Also in Article 4, Sec 5 also make same change of less.

Bylaws were passed unanimously.

A fee for Membership requirement was put forth by Lee Johnson & Kim A which stipulated a fee of \$10 for organizations and \$5 for individuals. In addition, everyone must sign the value statement.

Selection of Officers

Vice President- Linda Miklowitz was elected. Passed Unanimously

Secretary – Akhenaton Thomas elected and passed unanimously

Treasurer – Lakey was confirmed as treasurer by unanimous decision.

Confirmation of Issues Chair will need to take place in the future.

Roy Blondeau requested to serve and take lead on Gun Law Issues.

Next Step collect enough funds to file with Secretary of State.

Lakey suggested money should be turned in with membership form.

Barry and Darwin paid \$5 membership all members present signed commitment statements.

Meeting concluded at 7:02pm.

Statement of Commitment to PLCNF and Values Statement

I, _____, support the mission, guiding values, and purpose of the **Progressive Leadership Council of North Florida** and its active advocacy to ensure equal justice, economic fairness, and laws protecting the Constitutional rights of all Americans as expressed below.

1. Free and fair quality public education at all levels
2. Environmental justice, including protection of the environment, transition from fossil Fuels to renewable energy, resistance to climate change.
3. Support workers rights, including the right to organize, and fair, equal livable wages for All.
4. Eradication of poverty, including equal and affordable access to healthcare, healthy food, housing and retirement. This includes support for all safety net programs, for example: Social Security, SNAP, Medicare and Medicaid.
5. Protection of civil and voting rights
6. Campaign finance reform, including ending corporate influence in the electoral process
7. Gender justice, including women's rights, transgender and gender non-conforming rights
8. Common sense gun laws, for example: mandatory waiting periods, ban on assault and high capacity weapons
9. Veterans' rights and justice, including protection of the Veterans' Administration
10. Comprehensive immigration reform, including protection of sanctuary cities and Dreamers
11. Criminal justice reform, including police accountability and transparency, prison reform, juvenile justice reform, bail reform, compassionate release programs, and ending mass incarceration.
12. LGBTQIA+ rights, including support for local HROs, workplace and housing protections
13. Racial justice, including ending the school-to-prison pipeline, racial profiling, and workplace and housing protections
14. Tax and Budget Reform, including increasing public services and programs and maintaining regulatory agencies (For example EPA and FDA)
15. Equal Justice for all under the law

Signature: _____ **Date:** _____

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