

3/16/2021

Division of Corporations

Florida Department of State

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE PALM BEACH COUNTY AFRICAN DIASPORA HISTORICAL
AN**

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Corporate Filing Menu

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE PALM BEACH COUNTY AFRICAN DIASPORA HISTORICAL AND CULTURAL
SOCIETY, INC.**

Pursuant to the provisions of section 617.1006 and section 617.1007, Florida Statutes, the undersigned Florida not for profit corporation, whose Articles of Incorporation ("Articles") were originally filed with the Florida Department of State on September 18, 2019, Document Number N19000009887, hereby amends and restates its Articles of Incorporation.

ARTICLE I: Name

The name of this Corporation is: The Palm Beach County African Diaspora Historical and Cultural Society, Inc. (the "**Corporation**")

ARTICLE II: Address

The street address of the initial principal office of this Corporation shall be:

721 U.S. Highway 1
Suite 115
North Palm Beach, FL 33408

The initial mailing address of this Corporation shall be:

721 U.S. Highway 1
Suite 115
North Palm Beach, FL 33408

or such other address within the State of Florida as the Board of Directors may, from time to time, designate.

ARTICLE III: Purposes

(a) This Corporation is organized exclusively for charitable, religious, educational, scientific and literary 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.

(b) The general nature, objectives and purposes for which this Corporation is exclusively organized and operated are to receive and administer funds for charitable, religious, educational, scientific, literary, and testing for public safety purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. This Corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations set forth in these Articles of Incorporation, shall use the whole or any part of the

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income therefrom and the principal thereof exclusively for its charitable, religious, educational, scientific and literary purposes.

(c) No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to any member, director or officer of this Corporation, or any other private person (except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article III).

(d) No substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and this Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(e) Notwithstanding any other provisions of these Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

(f) Upon the dissolution of this 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 a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of this Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV: Officers and Directors

(a) The affairs of this Corporation shall be managed by a Board of Directors. Notwithstanding the immediately preceding sentence, the Corporation shall have members, some or all of whom may from time to time have certain rights, obligations and duties as provided for the Bylaws of this Corporation.

(b) The names and addresses of the initial Directors of this Corporation shall be:

Deborah Raing
721 U.S. Highway 1
Suite 115
North Palm Beach, FL 33408

Jacquelyn Taylor
721 U.S. Highway 1
North Palm Beach, FL 33408

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Marian Dozier
721 U.S. Highway 1
Suite 115
North Palm Beach, FL 33408

Anthony L. Jackson
721 U.S. Highway 1
Suite 115
North Palm Beach, FL 33408

Charlene Farrington
721 U.S. Highway 1
Suite 115
North Palm Beach, FL 33408

Nellie Cooper
721 U.S. Highway 1
Suite 115
North Palm Beach, FL 33408

Bradley Harper
721 U.S. Highway 1
North Palm Beach, FL 33408

Lia Gaines
721 U.S. Highway 1
Suite 115
North Palm Beach, FL 33408

Laviose Smith
721 U.S. Highway 1
Suite 115
North Palm Beach, FL 33408

Alisha Winn
721 U.S. Highway 1
Suite 115
North Palm Beach, FL 33408

Robin Watson
721 U.S. Highway 1
Suite 115
North Palm Beach, FL 33408

Debra Robinson, M.D.
721 U.S. Highway 1
Suite 115

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North Palm Beach, FL 33408

Brian Knowles
721 U.S. Highway 1
Suite 115
North Palm Beach, FL 33408

William Holland, Jr.
721 U.S. Highway 1
Suite 115
North Palm Beach, FL 33408

Kashamba Miller
721 U.S. Highway 1
Suite 115
North Palm Beach, FL 33408

Kadecm Ricketts
721 U.S. Highway 1
Suite 115
North Palm Beach, FL 33408

(c) The names and addresses of the initial Officers of this Corporation shall be:

President
Deborah Raing
721 U.S. Highway 1
Suite 115
North Palm Beach, FL 33408

Vice President
Jacquelyn Taylor
721 U.S. Highway 1
North Palm Beach, FL 33408

Secretary
Marian Dozier
721 U.S. Highway 1
Suite 115
North Palm Beach, FL 33408

Treasurer
Anthony L. Jackson
721 U.S. Highway 1
Suite 115
North Palm Beach, FL 33408

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(d) The method of election of the Officers and Directors of this Corporation shall be provided for in the Bylaws of this Corporation.

ARTICLE V: Powers

This Corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to those as provided in Section 617.0302, Florida Statutes, and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, religious, educational, scientific and literary purposes for which this Corporation is organized.

ARTICLE VI: Registered Office and Registered Agent

The name of this Corporation's initial registered agent is **Debra Robinson, M.D.**, and the street address of this Corporation's initial registered agent is 721 U.S. Highway 1, Suite 115, North Palm Beach, FL 33408. This Corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

ARTICLE VII: Incorporator

The name and address of the incorporator is:

Deborah Raing
721 U.S. Highway 1
Suite 115
North Palm Beach, FL 33408

ARTICLE VIII: Indemnification of Corporation

No Officer or Director of this corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property or assets of the Officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE XI: Effective Date

The effective date of these Articles of Incorporation shall be, and the existence of this Corporation shall begin, when these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

[signature pages follow]

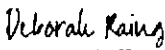
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IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation as of this 7th day of January, 2021.

INCORPORATOR:

DocuSigned by

39C35706-7F7B-4670-AFF4-372081446190
Print Name: Deborah Raing

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Signature Page
To
Amended and Restated
Articles of Incorporation

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE ABOVE-STATED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of this Corporation is:

The Palm Beach County African Diaspora Historical and Cultural Society, Inc.

2. The name and address of the registered agent and office is:

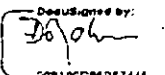
DEBRA ROBINSON, M.D.
721 U.S. Highway 1
Suite 115
North Palm Beach, FL 33408

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

REGISTERED AGENT:

DEBRA ROBINSON, M.D.

By:  _____
Name: Debra L. Robinson
Title: Registered Agent

Dated: January 7, 2021

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Signature Page
for
Registered Agent