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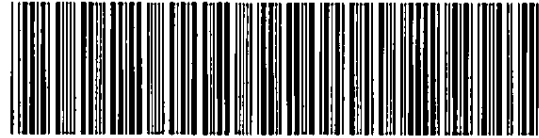
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COVER LETTER

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

SUBJECT: BLACK LIVES MATTER FLORIDA, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

\$70.00 \$78.75 \$78.75 ☒ \$87.50

Filing Fee Filing Fee & Filing Fee Filing Fee, Certificate of & Certified Copy Certified Copy
Status & Certificate

ADDITIONAL COPY REQUIRED

FROM:

Barry Powell
1361 Beville Road
S. Daytona Beach, FL 32119

Daytime Telephone number: 386-334-0484

E-mail address: bishopbarrypowell@gmail.com

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION

ARTICLE I

NAME

The name of the corporation shall be:

**BLACK LIVES MATTER FLORIDA, INC.
(A Not for Profit Corporation)**

ARTICLE II

PRINCIPAL OFFICE

Principal street address

**1361 Beville Road
S. Daytona Beach, Florida 32119
Volusia County**

Mailing address, if different is:

Same as Principal Offices

ARTICLE III

PURPOSE

The organization is not a religious corporation.

The purpose for which the corporation is organized is: This corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue code of 1986, 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 corresponding section of any future federal tax code. More particularly, will provide opportunities to eradicate white supremacy and build local empowerment to intervene in violence inflicted on African American Communities by the State and Vigilante's. we are working toward a world where Black Lives are no longer systematically targeted for demise.

No part of the net earnings of this organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purposes clause hereof.

No substantial part of the activities of the organization shall be the carrying on of propaganda of otherwise attempting to influence legislation. The organization shall not participate in, or intervene in (including the publishing or distribution of statements) any

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ARTICLE VI


REGISTERED AGENT

The initial registered agent is an individual who is a resident of Florida and an initial director. The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Barry Powell
1361 Beville Road
S. Daytona Beach, Florida 32119
Volusia County

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 as registered agent and agree to act in this capacity.

Required Signature of Registered Agent: BARRY POWELL

 Date 06/16/2020

**ARTICLE VII
INCORPORATORS**

The name and address of the Incorporator is:

Barry Powell
1361 Beville Road
S. Daytona Beach, Florida 32119
Volusia County

**Article VIII
Members**

The nonprofit corporation does not have a membership.

BLACK LIVES MATTER, INC.

By: 
Incorporator

Date: 06/16/2020

Barry Powell Legibly Type or Print Name

political campaign on behalf of or in opposition to any candidate for public offices.

Notwithstanding any other provision of this document⁷, the organization shall not carry on any other purposes not permitted to be carried on (A) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (B) by an organization, contributions to which are deductible under section 170(c)(2) or the Internal Revenue Code, or corresponding section or any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government of a state or local government for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal offices of the organization is then located, exclusively for such purposes or to such organizations, which are organized and operated exclusively for such purposes, as said Court shall determine.

To accomplish these purposes, the Board shall have the authority to exercise all the powers conferred upon corporations formed under the Florida state law in order to accomplish its charitable and educational purposes, including but not limited to the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated; provided that only such powers be exercised as are permitted to be exercised by a nonprofit corporation which qualifies as a corporation described in Section 501 (c)(3) of the Internal Revenue Code as amended; nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected and appointed:

Directors are appointed initially by the founder and thereafter shall be appointed by the Executive Board of the Board of Directors.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Barry Powell - President
1361 Beville Road
S. Daytona Beach, Florida 32119

Chiko Powell – Vice President
904 Maley Street
Daytona Beach, Florida 32114

Jasmine Waites Powell – Secretary
104 Carolina Lake Dr. #106
Daytona Beach, Florida 32114

BY-LAWS

OF

Brothers and Sisters United, Inc.

ARTICLE I. Purposes of the Corporation

As set forth in the Articles of Incorporation, BLACK LIVES MATTER FLORIDA, Inc., hereinafter "BLACK LIVES MATTER FLORIDA, Inc." has been formed for the following purposes:

To operate exclusively for charitable and educational purposes, including but not limited to enriching the lives of the underprivileged and the most vulnerable or underserved citizens who need an opportunity to thrive. Specifically, BLACK LIVES MATTER FLORIDA's Mission is to eradicate white supremacy and build local empowerment to intervene in violence inflicted on African American Communities by the State and Vigilante's. we are working toward a world where Black Lives are no longer systematically targeted for demise.

To accomplish these purposes, the Board shall have the authority to exercise all the powers conferred upon corporations formed under the Florida state law in order to accomplish its charitable and educational goals, including but not limited to the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated; provided that only such powers be exercised as are permitted to be exercised by a nonprofit corporation which qualifies as a corporation described in Section 501 (c)(3) of the Internal Revenue Code as amended; nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

ARTICLE II. Board of Directors

Barry Powell - President
1361 Beville Rd
S. Daytona Beach, Florida 32119

Chiko Powell-Vice President
904 Maley Street
Daytona Beach, Florida 32114

Jasmine Waites – Secretary
104 Carolina Lake Dr. #106
Daytona Beach, Florida 32114

Section I. General Powers.

The Board of Directors of the "BLACK LIVES MATTER FLORIDA, Inc." shall constitute its governing body. It shall manage, control, and direct the affairs and property of the corporation and subject to these by-laws shall have all powers necessary to carry out the purposes of the Center as specified in the laws of the U.S. and Florida state laws.

Section 2. Composition of the Board.

- (a) The members of the initial Board shall be those three (3) persons named as directors in the Articles of Incorporation plus such persons as shall be added to the Board before 05/31/20. Thereafter, the Board shall consist of not less than three not more than nine. At least one board member will be from the community in which the organization serves. The term of all directors shall continue until termination by death, the effective date of resignation, or the date of his/her service period in accordance with these By-laws.
- (b) Vacancies in the Board of Directors and any Board position to be filled by an increase in the number of directors may be filled at any meeting of the Board upon nomination and a vote of a majority of the members of the Board either physically present or participating in a phone or web meeting.
- (c) A director may resign from the Board at any time by giving notice in writing thereof. Any director, with the exception of the President, may be removed by the vote of 51% of the Board members either physically present or participating in a phone or web meeting.
- (d) The voting power of all and the property rights and interest of each me non-community member shall be equal, and the property rights and interests, respectively, of each member may and shall be determined and fixed, but the association shall have power to admit new members, who shall be entitled to vote and to share in the property of the association with the old members, in accordance with such general rule. This provision of the articles of incorporation shall not be altered, amended or repealed except by the unanimous written consent or the vote of all the members.
- (e) BLACK LIVES MATTER FLORIDA. shall not have a capital stock, and its business shall not be carried on for profit.
- (f) Any person, or any number of persons, in addition to the original incorporators, may become members of BLACK LIVES MATTER FLORIDA. upon such terms and conditions as to membership and subject to such rules and regulations as to their, and each of their, contract and other rights and liabilities between it and the member, as the said association shall provide in its bylaws.
- (g) A certificate of membership shall be issued to each member but the said membership, or the said certificate thereof, shall not be assigned by a member to any other person, nor shall the assigns thereof be entitled to membership in the association or to any property rights or interest therein. Nor shall a purchaser at execution sale, or any other person who may succeed, by operation of law or otherwise, to the property interests of a member, be entitled to membership or become a member of the association by virtue of such transfer. The board of directors may, however, by motion duly adopted by it, consent to such assignment or transfer and to the acceptance of the assignee or transferee as a member of the association, but the association may, by its bylaws, provide for or against the transfer of membership and for or against the assignment of membership certificates, and also the terms and conditions upon which any such transfer or assignment shall be allowed.

Section 3. Meeting of the Board

- (a) The annual meeting of the Board shall be held June 1st of each year, with the next scheduled meeting held September of each year as the next in the series of quarterly meetings. In addition to a regular meeting of the Board, there shall be 3 scheduled board meetings. Special meetings of the Board shall be called by the chairman at the request of the President or at the request of any two directors if the board consists of 5 or less directors, or at the request of 3 directors if the

board consists of seven.

(b) The time and place of all meetings of the Board shall be designed by the chairman. Meetings may be held either within or without the City of South Daytona, FL or via phone, or web.

(c) At least ten days' notice shall be given to each director of the annual and regular meetings of the Board. Special meetings of the Board may be held if at least 2 business days' notice is given of such meeting. Any director may waive notice of any meeting by submitting a signed waiver of notice whether before or after the meeting.

(d) Fifty-one percent (51%) of the directors shall constitute a quorum for the transaction of business at any meeting of the Board except that if a quorum shall not be physically present or on phone or web at a meeting

(e) All matters shall be decided by a vote of 51% of the directors present or on the phone or on the web at any meeting at which a quorum is present, except as otherwise provided by statute, the Articles of Incorporation or these By-Laws.

(f) Any action which is required or permitted to be taken at any meeting of the Board of Directors or of any committee of the Board may be taken by oral agreement without a meeting, if within ten days after such oral agreement, the text of the resolution or matter agreed upon is sent to all members of the Board and more than a 51% of the Board do not object to such action in writing within ten days of the mailing or web posting of such text.

ARTICLE VI.

COMMITTEES

Section 1. Executive Committee.

The Board of Directors shall designate from its members an Executive Committee consisting of at least one director. Except as otherwise required by law or these By-Laws, the Executive Committee shall have all the authority of the Board in the management of BLACK LIVES MATTER FLORIDA. during such time as the Board is not meeting and may authorize the seal of the Corporation to be affixed to all papers which may require it. A quorum for the transaction of business by the Executive Committee shall consist of 51% of the total membership of the Executive Committee, and decisions shall be made by a 51% vote at a meeting at which a quorum is present. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board at regular meetings of the Board or more often if appropriate. A report of any executive proceedings shall be available upon request by any member of the Board. Vacancies in the membership of the Executive Committee shall be filled by the Board at a regular or special meeting.

Section 2. Other Committees.

The Board of Directors may create such other committee or committees of its members or other persons which committees shall have such authority as the Board or these By-Laws direct.

Section 3. President

The President shall be entitled to participate in meetings of the Board, the Executive Committee, or all other committees but, unless a member of the Board, shall not be entitled to vote.

ARTICLE VII.

OFFICERS

Section 1.

The officers of the Corporation shall be a President, a Vice President, a Secretary (optional), and such other officers as may be deemed necessary by the Board. Officers shall not receive a salary.

Section 2.

The President shall be elected every 5 years by the Board, such election to be conducted at its regular annual meeting on the 5th year. The other officers shall be appointed annually by the President, subject to the approval of the Board.

Section 3.

The President may be removed, with cause, by the Board of Directors by unanimous vote only. Other officers may be removed for any cause by the President of the Board. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. The CEO/President.

(a) The CEO/President shall be the principal officer of the Corporation and, subject to the control of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with the purposes of the Corporation and the policies and directives approved by the Board. The CEO/President shall have temporary custody of the corporate seal if the secretary has not been voted/appointed or the Secretary is at any time physically located more than 30 miles outside of Volusia County for any given period of time that exceeds five consecutive business days, or is incapacitated due to illness.

(b) He/She may sign deeds, bonds, mortgages, or other instruments and enter into agreements necessary to carry out the objectives of the corporation except where the Board or these By-laws require the signature of some other officer or agent of the corporation.

Section 5 The Vice President.

(a) The Vice President shall perform the duties of the President if the President is incapacitated or not able to be reached by phone or web for more than 2 business days if there is a crisis. If this be the case, he/she shall function in the role of the principal officer of the Corporation and, subject to the control of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with the purposes of the Corporation and the policies and directives approved by the Board.

(b) If functioning in the role of President, due to the above circumstance, or if asked to do so by the CEO/President, he/she may sign deeds, bonds, mortgages, or other instruments and enter into agreements necessary to carry out the objectives of the corporation except where the Board or these By-laws require the signature of some other officer or agent of the corporation.

Section 6. The Secretary.

The Secretary shall be responsible for the keeping of an accurate record of all meetings of the Board of Directors, shall have custody of the corporate seal, see that all notices are duly given in accordance with these By-laws or as required by law, and, in general, perform all duties customary to the office of Secretary. If there is no Secretary voted or appointed, the President will occupy the position in the interim until the position is filled.

Section 7. The Treasurer.

The Treasurer or his/her assigned CPA firm or licensed financial organization shall perform all duties customary to that office, shall have the custody of and be responsible for all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements, assets and liabilities in the books of the organization. He/she shall deposit or cause to be deposited or placed in short-term low- risk investments all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Board or Executive Committee.

ARTICLE VIII

REGISTERED AGENT

The name and Florida street address of the registered agent is:

Barry Powell
1361 Beville Road
S. Daytona Beach, Florida 32119
Volusia County

Article IX CONFLICT OF INTEREST

Procedures

Duty to Disclose:

In connection with any actual or possible conflict of interest, an interested person must within 48 hours of becoming aware of a possible conflict, 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.

Determining whether a conflict of interest exists

The President and at least two other board members will examine any documents given or listen to any testimony or view any evidence relating to a conflict of interest, and bring the matter to the attention of the board for a discussion and 51% vote as to how the matter is to be handled. The President will not participate in such vote.

Procedures For Addressing Conflict Of Interest

a. An interested person may make a presentation at the governing board or committee meeting if invited to do so by the President or any officer, 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 Organization 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 the Organization's 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. If there is a tied vote, the President will vote to break the tie.

Violations of Conflict 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. This action will include either a three-month to six-month suspension of voting rights or removal from the board for a period of no less than one-year.

Records of Procedures

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 Board's 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.

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for 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 Organization for 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 the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Annual Statement

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.
- d. Understands the Organization is charitable 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.

Periodic Reviews

To ensure 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 Organization's 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.

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization 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 periodic reviews are conducted.

ARTICLE X

Membership Fees

There are no membership fees and no membership.

ARTICLE XI

GENERAL PROVISIONS

Section 1.

Seal. The seal of the Corporation shall be circular in form and shall have inscribed thereon words: Brothers and sisters United, Inc. and the words: "Corporate Seal."

Section 2.

Checks. All checks, drafts, or other orders for small purchases or payments under \$250 can be signed by the president if two officers are not immediately available or by such officer or officers or such other person or persons as the Board of Directors may from time to time designate. Purchases of \$250 - \$750 must be signed by two officers and any purchase of more than \$750 must have written approval of 51% of the board, with the president only voting to break a tie.

Section 3.

Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of the Corporation. No personal gifts, including money, can be accepted for personal use.

Section 4.

Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board of Directors.

Section 5.

Auditing of Books. At least one month prior to the annual meeting of the Board of Directors the President shall cause the accounts of the Corporation to be audited by a certified public accountant and a full statement of the finances shall be submitted to each member of the Board.

Section 6.

The following provisions are also established:

PROVIDED THAT, if for any reason, the operations of the Organization are terminated or wound up or are dissolved and there remains at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given and paid to some other nonprofit organization in Volusia County, Florida having objects similar to those of the Organization or in other neighboring counties in Florida if no other such organizations exist in Volusia County.

PROVIDED THAT, the Organization shall be carried on without purpose of gain to the members, and that any surplus, or any accretions of the Organization shall be used solely for the purpose of the Organization, and the promotion of its objects.

PROVIDED THAT, no part of the income of the Organization shall be payable to or otherwise available for the personal benefit of any member thereof.

PROVIDED THAT, the Directors and Officers who are Directors shall serve as such without remuneration and shall not receive directly or indirectly any profit from their positions as such:

PROVIDED THAT, a Director or Officer who is a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

LIABILITY: The liability of the members is limited.

ARTICLE XII AMENDMENTS.

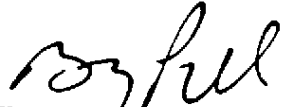
Except as otherwise provided by the Articles of Incorporation or By-laws, these By-laws may be altered, amended, or repealed or new By-laws may be adopted by a vote of 2/3 of the total number of directors at any annual meeting of the Board, if at least ten days written notice is given each member of the Board of intention to alter, amend or repeal or to adopt new By-laws as such.

ARTICLE XIII DISSOLUTION

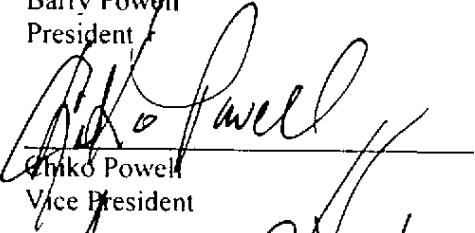
Upon the time of dissolution of the corporation, assets 100% owned by the corporation shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within 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 or any branch of the 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 as according to the laws of the State of Florida.

Adopted this 16th day of June 2020, by the Board of Directors of BLACK LIVES MATTER FLORIDA, Inc.

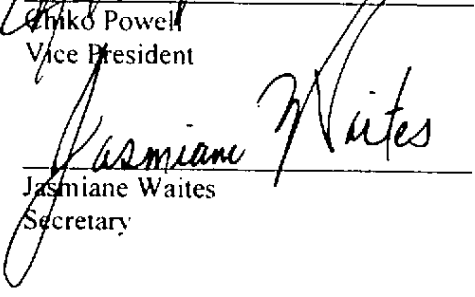
Signatures below:



Barry Powell
President



Chiko Powell
Vice President



Jasmiane Waites
Secretary