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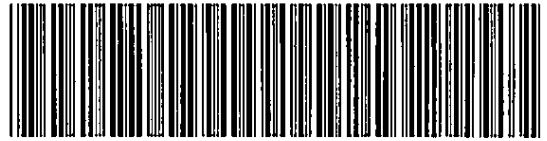
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CLERK OF STATE
TALLAHASSEE, FL

COVER LETTER

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

SUBJECT: FRIENDS OF ROOSEVELT MIDDLE SCHOOL FOUNDATION, 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: JANIE PETERS

Name (Printed or typed)

2620 NORTH AUSTRALIAN AVE STE 109

Address

WEST PALM BEACH, FLORIDA 33407

City, State & Zip

561-860-0501

Daytime Telephone number

pojani@msn.com

E-mail address: (to be used for future annual report notification)

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

DEPARTMENT OF STATE
TALLAHASSEE, FL

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ARTICLES OF INCORPORATION

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

ARTICLE I Name

The name of the corporation shall be:

Friends of Roosevelt Middle School Foundation, Inc.

ARTICLE II

Principal Office & Mailing Address of this Corporation Shall Be:

***2620 North Australian Avenue Suite 109
West Palm Beach, Florida 33407***

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Section 1 – This corporation is organized exclusively for charitable, religious, 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, religious, literary, educational, or scientific purposes, with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

Section 2 – To the extent consistent with the above general purposes, the specific purposes of the organization will consist of but not limited to:

To provide academic support and services to students in the West Palm Beach Area.

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's the same may be situated; to erect, construct, alter and repair buildings; to assume any and every

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kind of contract, agreement and obligation by or with any person, firm, corporation, or association, or any Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may 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 transferrable interests;

Section 7 – To purchase or otherwise acquire, to own, hold, use, to 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 to have and exercise all the powers now or hereafter conferred by the laws of the State;

Article IV MEMBERS

The corporation shall have no members

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

NAME	ADDRESS	TITLE
Janie Peters	1600 44 th Street WPB, Florida 33407	President
Mercia Kelly	417 34 th Street West Palm Beach, Florida 33407	Vice-President
Tarun Patel	757 US Highway 1 North Palm Beach, Florida 33408	Treasurer
Eusebius Williams	407 S. Mangonia Circle West Palm Beach, FL 33404	Secretary
Jeremiah Stewart	2620 N Australian Ave Ste. 109 WPB, FL 33407	Director
Robert Fletcher	2620 N Australian Ave Ste. 109 WPB, FL 33407	Director
Breion Moses	2620 N Australian Ave Ste. 109 WPB, FL 33407	Director

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

The officers will serve in their elected position until the first annual meeting.

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TALLAHASSEE, FL
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ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address
Mercia Kelly
2620 North Australian Avenue Suite 109
West Palm Beach, Florida 33407

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Mercia Kelly
2620 North Australian Avenue Suite 109
West Palm Beach, Florida 33407

ARTICLE VIII TERRITORY

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

ARTICLE IX 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 X LIMITATIONS

No part of the net earnings of the 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 service rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of

statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under 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) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XI 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 XII 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 specialty items.

Section 1 – The recommended order of business for meetings is:

- a. Roll Call
- b. Minutes Provided of Previous Meeting
- c. Correspondence
- d. Committee Reports
- e. Treasurer's Report
- f. Unfinished Business
- g. New Business
- h. Elections
- i. Bylaws and Rule Changes
- j. Adjournment

ARTICLE XIII 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 XIV COMMITTEES

As Provided in the Bylaws

ARTICLE XV **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 XVI **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.

ARTICLE XVII **FINANCES**

Section 1 – The funding for this organization shall be established by the Board of Directors.

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 XVIII **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.

ARTICLE XIX **CONFLICT OF INTEREST**

Section 1 – Purpose- The purpose of the conflict of interest policy is to protect the organization's interest when it is considering negotiating a transaction or agreement that might benefit the personal interest of an officer or director of the organization or might result in a possible gain for the transaction. This article is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organization.

Section 2 The officers, employees, or agents of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors.

Section 3 – No officer, employee, or agent of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract.

Section 4 – Disclosure – Any possible conflict of interest shall be disclosed by the person or persons concerned.

Section 5 – Board Action – When a conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person(s) shall call it to the attention of the Board of Directors and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room during the vote of the Board of Directors. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board of Directors, excluding the person(s) concerning whose situation the doubt has arisen.

Section 6 – Record of Conflict- The official minutes of the Board of Directors shall reflect that the conflict of interest was disclosed and the interested person(s) was (were) not present during the final discussion or vote and did not vote on the matter.

Section 7 – Violations of Conflict of Interest Policy- If the governing board 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 allow the member the opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE XX

DISTRIBUTION OF FUNDS UPON DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or 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, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in

... which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which organized and operated exclusively for such purposes.

ARTICLE XXI BYLAWS

Bylaws, not inconsistent with law of these Articles, 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 XXII AMENDMENTS

Section 1 – Any Amendments of the constitution of bylaws must be approved by a two-thirds (2/3) vote of the Board of Directors.

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 capacity

Signature/Registered Agent

Mica Kelly

Date *7/20/20*

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.

Signature/Incorporator

Mica Kelly

Date *7/20/20*

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