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**ARTICLES OF INCORPORATION**  
**OF**  
**BLACK ARCHITECTS IN THE MAKING-ORLANDO, INC**

**A Non Profit Corporation**

The undersigned, being over the age of eighteen (18) years and competent to contract, for the purpose of organizing a Corporation not-for-profit pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I**

**NAME**

The name of this Corporation shall be Black Architects in the Making-Orlando, Inc.

**ARTICLE II**

**PRINCIPAL OFFICE**

The physical address of the principal office of the Corporation shall be: 677 Bonsai Street, Apopka, FL 32703.

The mailing address shall be PO Box 160728, Altamonte Springs, FL 32716.

**ARTICLE III**

**PURPOSE AND POWERS**

(1) The purpose for which the Corporation is organized and operated is exclusively for charitable, educational, or scientific 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. Such purposes shall include, but are not limited to the following:

(a) To entice, excite and encourage the younger generation of color, and those who identify as such, to pursue a career in architecture or its respective equals within the same realm. In addition, we aim to offer scholarships for architectural education, promote diversity in the architectural community, and encourage public awareness and appreciation of the built environment.

(2) As a means of accomplishing the above purposes and methods, the Corporation shall have the following powers:

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- (a) To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.
- (b) To raise or assist in raising funds for the purposes herein set forth, including the issuance of bonds or other instruments of credits.
- (c) To acquire, own, lease, mortgage and dispose of property both real and personal.
- (d) To accept property and donations in trust for religious or charitable purposes.

(3) The property of the Corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c)(3) purposes.

(a) No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization 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.

(b) The Corporation shall not:

- (i) operate for the purpose of carrying on a trade or business for profit;
- (ii) accumulate income, invest income, or divert income, in a manner endangering its exempt status; or
- (iii) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the Corporation.

## **ARTICLE IV**

### **MANNER OF ELECTION**

Directors shall be elected as set forth in the Corporation's Bylaws.

## **ARTICLE V**

### **INITIAL BOARD OF DIRECTORS**

This Corporation shall have eight (8) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws but shall never be less than three (3). The names, titles, and addresses of the initial directors of this Corporation are:

1. Malcolm Jones – Chairman- PO Box 160728, Altamonte Springs, FL 32716.
2. Cameron Hoskins – Vice Chair – PO Box 160728, Altamonte Springs, FL 32716.
3. Arlene Gil- Secretary – PO Box 160728, Altamonte Springs, FL 32716.

4. Seher Hashmi- Director- PO Box 160728, Altamonte Springs, FL 32716.
5. Natalie Casey- Director and Treasurer- PO Box 160728, Altamonte Springs, FL 32716.
6. Richard Vanhorne- Director- PO Box 160728, Altamonte Springs, FL 32716.
7. Ka'Nard Robinson- Director- PO Box 160728, Altamonte Springs, FL 32716.
8. Dr. Daya Taylor- Director- PO Box 160728, Altamonte Springs, FL 32716.

## **ARTICLE VI INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the registered agent shall be as follows: Malcolm Jones- 677 Bonsai Street, Apopka, FL 32703.

## **ARTICLE VII INCORPORATOR**

The name and mailing address of the Incorporator is:

Malcolm Jones- Chair – PO Box 160728, Altamonte Springs, FL 32716.

## **ARTICLE VIII BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

## **ARTICLE IX INDEMNIFICATION**

This Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities, or activities permitted to be carried on:

(1) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the I.R.S. Code (or corresponding section of the any future Federal tax code) or

(2) by a corporation/organization, contributions to which are deductible under Section 170(e)(2) of the I.R.S. Code (or corresponding section of any future Federal tax code.)

Upon dissolution of the Corporation, the Board of Directors shall, after paying or adequately providing for all the debts, obligations, and liabilities of the Corporation, distribute the remaining assets of the Corporation exclusively for the nonprofit religious, educational, or charitable purposes to such organization or organizations which are tax exempt under section 501 (c) (3) of

purposes to such organization or organizations which are tax exempt under section 501 (c) (3) of the Code, as amended, as the Board of Directors in its sole discretion shall determine. The extent of personal liability, if any, for directors, officers, or members for corporate obligations and the methods of enforcement and collection, are as follows: NONE.

Further, the Directors and Officers shall be exempt from liability and/or indemnified from costs and judgments to the full extent permitted by Florida law. In the event the Florida law is subsequently amended to authorize the further elimination or limitation of the liability of Directors or Officers of nonprofit corporations, the liability of Directors and Officers of the corporation in addition to the limitation on personal liability provided under this Article, shall be limited to the fullest extent permitted by such later amended Florida law.

## ARTICLE X

### AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

Signature of Incorporator

M. Jones

Malcolm Jones

Chair

Date: 6/28/2022

Having been named as registered agent to accept services 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 of Registered Agent

M. Jones

Malcom Jones

Chair

Date: 6/28/2022

purposes to such organization or organizations which are tax exempt under section 501 (c) (3) of the Code, as amended, as the Board of Directors in its sole discretion shall determine. The extent of personal liability, if any, for directors, officers, or members for corporate obligations and the methods of enforcement and collection, are as follows: NONE.

Further, the Directors and Officers shall be exempt from liability and/or indemnified from costs and judgments to the full extent permitted by Florida law. In the event the Florida law is subsequently amended to authorize the further elimination or limitation of the liability of Directors or Officers of nonprofit corporations, the liability of Directors and Officers of the corporation in addition to the limitation on personal liability provided under this Article, shall be limited to the fullest extent permitted by such later amended Florida law.

## ARTICLE X

### AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

Signature of Incorporator M. Jones

Malcolm Jones      Chair      Date: 6/28/2022

Having been named as registered agent to accept services 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 of Registered Agent M. Jones

Malcolm Jones      Chair      Date: 6/28/2022