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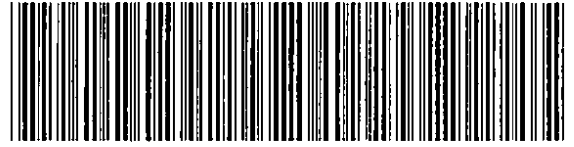
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ARTICLES OF INCORPORATION

OF

HIGHER CALLING MISSIONS, INC.

"A Florida Non Profit Corporation"

The undersigned, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

ARTICLE I – PRINCIPAL OFFICE

The name of the corporation is HIGHER CALLING MISSIONS, INC.. The principal office and mailing address of the corporation is located at 808 E. OKALOOSA AVE., TAMPA, FL 33604.

ARTICLE II - DURATION

The period of duration of the corporation is perpetual.

ARTICLE III - PURPOSE

The purpose for which this corporation is formed are exclusively charitable and educational. The Higher Calling Missions mission is to enhance the quality of life in our community through individual, family services, community programs, and partnerships with other organizations.

ARTICLE IV – EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford any gain, incidentally or otherwise to the directors, officers, or members. No part of the net earnings of this corporation shall benefit any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. The property, assets, profits and net income of the corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any individual.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

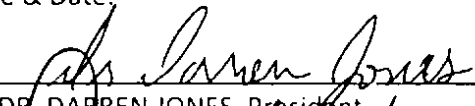
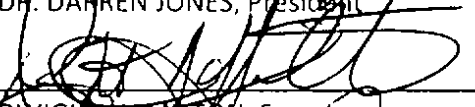
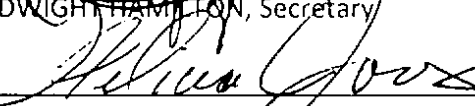
ARTICLE X – INCORPORATOR(S)

The incorporator(s) of this corporation are:

- |                                |   |
|--------------------------------|---|
| 4. DR. DARREN JONES, President | 13564 CYPRESS GLEN LANE #204, TAMPA, FL 33637   |
| 5. DWIGHT HAMILTON, Secretary  | 2613 E. 113 <sup>TH</sup> AVE., TAMPA, FL 33612 |
| 6. FELICIA JONES, Treasurer    | 13564 CYPRESS GLEN LANE #204, TAMPA, FL 33637   |

The undersigned incorporator(s) certify that they execute(s) these articles for the purposes herein stated.

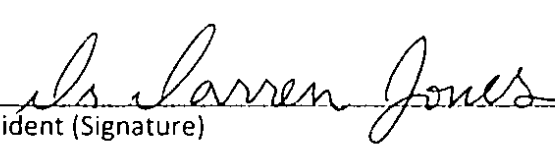
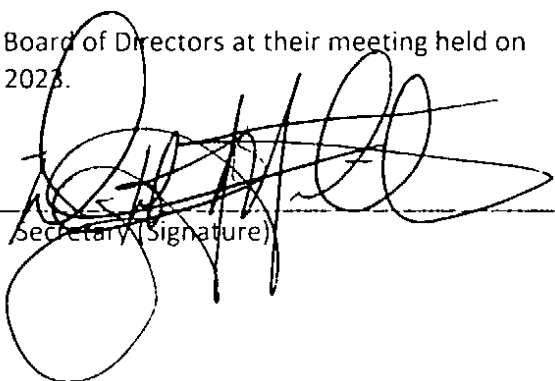
Signature & Date:

- |    |   |            |
|----|---|------------|
| 1. |  | 07/15/2023 |
|    | DR. DARREN JONES, President   | Date       |
| 2. |  | 07/15/2023 |
|    | DWIGHT HAMILTON, Secretary  | Date       |
| 3. |  | 07/15/2023 |
|    | FELICIA JONES, Treasurer  | Date       |

These Articles of Incorporation are hereby executed by the incorporators on this 26th day of MAY, 2023.

CERTIFICATION

I hereby certify that these Bylaws were adopted by the Board of Directors at their meeting held on MAY (Month/Day) 26th, 2023.

	
President (Signature)	Secretary (Signature)

BY-LAWS  
OF  
HIGHER CALLING MISSIONS, INC.,  
A NOT-FOR-PROFIT CORPORATION

ARTICLE I: INTRODUCTION

These bylaws constitute the code of rules adopted by Higher Calling Missions, Inc. (the "Corporation") for the regulation and management of its affairs. These bylaws shall hereafter govern the management of the Corporation's affairs (beginning on the date of their adoption as certified by the Secretary).

ARTICLE II: ORGANIZATION

1. The name of the organization shall be Higher Calling Missions, Inc.
2. The organization may at its pleasure by a vote of the membership body change its name.

ARTICLE III: DIRECTORS

Definition of Board of Directors

The Board of Directors is that group of persons vested with the management of the business and affairs of this corporation subject to Mississippi law, the Articles of Incorporation, and these bylaws. The Board of Directors may delegate the management of the day-to-day operation of the business of the Corporation to committees, staff or the Executive Director, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. The board of directors is responsible for enabling the organization to achieve its vision and mission by being an advocate, ensuring the establishment and implementation of appropriate policies and procedures, actively participating in strategic planning and resource development, and exercising stewardship.

Qualifications

Membership to the Board of Directors shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Each director shall be an individual at least 21 years of age. The members of the Board of Directors shall be appointed by the Board of Directors in accordance with the procedures set forth in these bylaws.

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### Removal from Office

Any board member or officer may be removed by a vote of the Board of Directors when he or she misses three consecutive regular meetings, or a total of four meetings during any one calendar year.

Any board member or officer may be removed by the Board of Directors whenever in their judgment the best interests of this corporation will be served. Such removal, however, will be without prejudice to any contract rights of the member or officer so removed.

### Vacancies

Resignations of directors shall become effective immediately or on the date specified in the written notice of resignation given to the President or Executive Director, and vacancies will be deemed to exist as of such effective date.

Any vacancies on the Board of Directors resulting from the death, removal or resignation of a board member may be filled by a majority vote of the remaining directors, through less than a quorum, and such director so appointed shall serve for the remainder of the term of the directorship so vacated. The minutes of the board meetings where the vacancy is filled shall specify the remaining length of the term that is being filled.

### Place of Director's Meetings/Meetings by Telephone

Regular meetings of the Board of Directors may be held at any place within or outside the State of Mississippi that has been designated from time to time by the board. In the absence of such designation, meetings of the Board shall be held at any place within or outside Mississippi that has been designated in the notice of the meetings or, if not stated in the notice, or if there is no notice required, at the principal office of the corporation. Notwithstanding the above, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all of the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

Any meeting, regular or special (including meetings of committees of the board), may be held by conference telephone or similar communications equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

### Annual, Regular and Special Meetings

The Board of Directors shall hold its annual meeting in OCTOBER of each year for the purpose of appointing directors and electing officers of the corporation, and for the transaction of other business.

## ARTICLE IV: OFFICERS

### Roster of Officers

The Corporation shall have a President, Vice President, Secretary, and Treasurer. The officers shall also be members of the Board of Directors.

### Selection and Removal of Officers

All officers shall serve two-year terms. Officers shall be elected by the Board of Directors from the members of the board at the Corporation's annual meetings held in even numbered years, or as soon as practical thereafter. Officers shall remain in office until their successor has been selected.

### President

The President will be the presiding officer of the corporation and will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors. The President shall preside at all board meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order.

### Vice President

The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.

### Secretary

The Secretary will keep minutes of all meetings, will be the custodian of the corporate records, will give all notices as are required by law or these bylaws, and generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws.

### Treasurer

The Treasurer will have charge and custody of all funds of this corporation, will oversee and supervise the financial business of the corporation, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws or which may be assigned from time to time by the Board of Directors.

In addition the board may appoint special task forces on an adhoc basis as appropriate to address specific issues or projects.

### Executive Committee

The officers of the Corporation, together with the Executive Director (if any), shall constitute the Executive Committee. The Executive Committee shall have the authority to act on behalf of the Corporation in between regular Board of Director's meetings. The Board of Directors must validate the actions of the Executive Committee at its next regular or special meeting. Any such action not so validated will not be legally binding on the corporation. The President shall act as President of the executive committee.

## ARTICLE VII: OPERATIONS

### Fiscal Year

The fiscal year for this corporation will be January 1<sup>st</sup> the December 31<sup>st</sup>.

### Execution of Documents

Except as otherwise provided by law, checks, drafts, and orders for the payment of money of this corporation shall be signed by those persons who previously been designated by a Resolution of the Board of Directors.

Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the corporation shall be signed by the President and his or her authority attested by the Secretary (or such other persons who may be so designated from time to time by the Board of Directors).

No contract shall be valid unless it is authorized in advance or ratified after the fact by a properly adopted Resolution of the Board of Directors.

The President shall report to the board concerning all such transactions.

### Books and Records

This corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of meetings of the Board of Directors, the Executive committee, and of any committees. The Corporation will keep at its principal place of business the names and addresses of the Board of Directors and officers of the Corporation, together with the original certified copy of the Articles of Incorporation and a copy of its Bylaws, including all amendments to either document certified by the Secretary of the Corporation.

the program unless they are doing so upon express authority given to them by properly adopted resolution of the Board of Directors.

7. Board Members shall fully disclose at a meeting of the entire board any and all family and/or financial relationship in regard to "any matter" which is recommended to the board upon which the board must vote. "Any matter" includes, but is not limited to: (a) the purchase or rental of goods or property; and (b) the provision of direct or indirect financial assistance through investments, grants, contracts, loans or loan guarantees. "Financial relationship" includes, but is not limited to: sale, lease or transaction, including a commission or fee, or share of the proceeds, the prospect of promotion, a profit, repayment of funds owed the individual by an assisted business, or any other form of financial reward. "Family relationship" and "immediate family" includes: husband, wife, father, mother, brother, sister, son, or daughter.

The Executive Committee shall be charged with the responsibility of reviewing any allegations Board members violating this code or acting in any way which is detrimental to the success of the corporation and make recommendations to the full Board for final action.

#### ARTICLE IX: CONFLICT OF INTEREST

No member of the Picayune Carver Culture Museum Board of Directors or Staff shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation in the Picayune Carver Culture Museum. Each individual shall disclose to the Picayune Carver Culture Museum any personal interest which he or she may have in any matter pending before the organization and shall refrain from participation in any decision on such matter. Any member of the Picayune Carver Culture Museum's Board of Directors or Staff shall refrain from obtaining any list of Picayune Carver Culture Museum clients for personal or private solicitation purposes at any time during the term of their affiliation.

#### ARTICLE X: PUBLIC STATEMENTS

##### Authority to Make Statements

No person, except for the President or the Executive Director (if one has been appointed by the Board of Directors) shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of this corporation, without first having obtained the approval of the Board of Directors.

##### Limitation on Statements

Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the corporation, shall first make it clear that he or she is representing the corporation. Thereafter, throughout the entire presentation, he or she shall confine his/her



## Higher Calling Missions, Inc. Conflict of Interest Policy

### Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Higher Calling Missions, Inc..) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Article II Definitions

#### 1. **Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### 2. **Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

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#### **Article IV** **Records of Proceedings**

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.

#### **Article V** **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.

#### **Article VI** **Annual Statements**

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, and
- 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.

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