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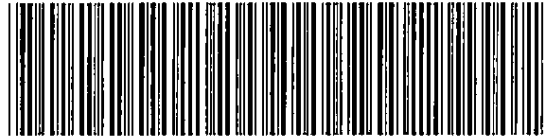
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ARTICLES OF INCORPORATION  
In Compliance with Chapter 617, F.S., (Not for Profit)

OF  
FRIENDS OF DINTHILL, INC.

DECEMBER 1, 2023

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DATE  
COUNTY OF DALLAS, TX

# ARTICLES OF INCORPORATION

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

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PALM BEACH COUNTY, FL

**Article I:** The name of the corporation shall be **FRIENDS OF DINTHILL, INC.**  
"Corporation"

**Article II:** The principal place of business and mailing address of the Corporation:

2300 Palm Beach Lakes Boulevard, Suite 202  
West Palm Beach, FL 33409

**Article III: Purpose** – The purpose for which the "Corporation" is organized is:

1. To provide complete medical, dental, vision examination and back to school supplies for students at Dinthill Technical High School, Linstead, Jamaica;
2. To provide complete medical, dental, and vision examination for surrounding High Schools and adults in the community;
3. To solicit funds, material and professional services from various business entities, government agencies and individuals to assist in our purpose.

**Article IV: The Manner of Election** – The manner in which the officers and directors are elected and appointed:

Doctors and volunteers who have contributed their expertise to the medical mission over the years.

**Article V: Initial Officers and Directors –**

Name	Title	Address
Margaret Watt-Walker	President	9501 NW 74th Court, Tamarac, FL 33321
Clinton Phillips	Vice President	101-22 Avenue N, Brooklyn, NY 11236
Anthony Blair	Treasurer	2645 Sandy Cay, West Palm Beach, FL 33441
Beverly A. Smith	Secretary	6005 Del Lago Circle, #109, Sunrise, FL 33313
Deaverlyn M. Brown	Asst. Secretary	137 Hunter Lake Drive, Unit B, Oldsmar, FL 34677
Tanya P. Blair	Public Relations	9501 NW 74th Court, Tamarac, FL 33321
Dr. Cyrus McCalla	Director	PO Box 1436, Port Washington, NY 11050
Dr. Orville Foster	Director	3557 Cappio Drive, Melbourne, FL 32940
Dr. Odette Collins	Director	206 Woodland Avenue, NJ 08002
Maria Pazos	Director	11220 NW 2 <sup>nd</sup> Manor, Coral Springs, FL 33071
Noreen Smith, R.N.	Director	3613 SW 36th Avenue, Miramar, FL 33023

**Article VI: Registered Agent:**

**The name and Florida street address of the Registered Agent is:**


<b>Name</b>	<b>Address</b>
Anthony Blair	2645 Sandy Cay, West Palm Beach, FL 33441

**Article VII: Name and Address of Incorporator:** (Must sign in the space provided - This is who prepares and signs the Articles and submit for filing – this position usually ends after corporation is filed)

<b>Name</b>	<b>Address</b>
Deaverlyn M. Brown	137 Hunter Lake Drive, Unit B, Oldsmar, FL 34677

**Article VIII: Corporation Effective Date:** Will be January 1, 2024.

*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 appointment a registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Signature of Registered Agent

12. 1. 23  
Date

*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.*

Deaverlyn M. Brown  
\_\_\_\_\_  
Signature of Incorporator

12. 1. 23  
Date

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2023 DEC 27 PM 12:09  
STATE OF FLORIDA  
DEPARTMENT OF STATE



BYLAWS  
OF  
FRIENDS OF DINTHILL, INC.

DECEMBER 1, 2023

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STATE  
OF FLORIDA

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COUNTY, FL

## **ARTICLE 1 – NAME**

The name of the Corporation shall be **FRIENDS OF DINTHILL, INC.** "Corporation"

## **ARTICLE 2 – PURPOSE/OBJECTIVES**

The general purpose for which this Corporation has been established are as follows:

1. To provide complete medical, dental, vision examination and back to school supplies for students at Dinthill Technical High School, Linstead, Jamaica;
2. To provide complete medical, dental, and vision examination for surrounding High Schools and adults in the community;
3. To solicit funds, material and professional services from various business entities, government agencies and individuals to assist in our purpose.

## **ARTICLE 3 – MEMBERS**

People who have shown interest over the years, have contributed time, skills, and financial support.

## **ARTICLE 4 – OFFICERS, TERM & DUTIES**

Election shall be held every three (3) years. Officers will have the option to continue for an additional term of three (3) years.

### **President**

Shall preside at all executive, general and special meetings of the Corporation and exercise supervision over the affairs and activities of the office as Chief Executive Officer. The President shall present an annual report of the activities, progress and general state of the Corporation at the Annual General Meeting.

### **Vice President**

Shall perform the duties of President in the absence or incapacity of the President. He/She shall perform general administrative functions under the direction of the President. In the event of the President's absence, resignation, removal or death, the Vice President shall serve the remainder of the term.

### **Treasurer**

Shall be the Fiscal Officer of the Corporation with full responsibility for the funds and the financial affairs. The Treasurer shall disburse the funds with the approval of the Board. The Treasurer shall make monthly reports, to the Board and meetings. The Treasurer shall present a financial report to the Annual General Meeting. Whenever there are fund raising events, independent reports shall be given by the Treasurer within thirty (30) days after the event.

### **Assistant Treasurer**

Shall assist the Treasurer in the performance of his/her duties and any other duties.

### **Secretary**

Shall keep authentic records of all proceedings of the Corporation. The Secretary shall be the custodian of the Corporation's records and shall be responsible for all the correspondence for the Corporation including notifying the officers and directors of meetings. The Secretary shall record attendance at meetings.

### **Assistant Secretary**

Shall perform the duties of the Secretary in the absence or incapacity of the Secretary. He/she shall perform administrative functions under the direction of the President. In the event the Secretary's absence, resignation, removal or death, the Assistant Secretary shall serve the remainder of the term.

### **Public Relations**

Shall enhance the image of the Corporation through publicity, utilizing media and other means. He/she shall solicit speakers, and use other appreciate methods to keep the Corporation informed.

### **Directors**

Directors are in place for consulting purposes.

## **ARTICLE 5 – MEETINGS & QUORUM**

Meetings will be held by Zoom quarterly, on the third Saturday of the month. Additional meetings will be held closer to Mission trip. Required dates and time will be decided by the President.

A quorum of seven (7) is required to hold a valid meeting. If, however, a quorum does not exist, a valid meeting cannot be held. If a quorum is present when the meeting is called, the members may continue to hold the meeting and transact business until adjournment, even if some members leave so that a quorum is no longer present, provided a majority of members who constituted the initial quorum still remain.

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JANUARY 1, 2024



## **ARTICLE 6 – VOTING**

Majority Rules. At a duly called meeting with a present quorum, Only those persons or entities who are shown on the records of the Corporation to be members of the Corporation on the day of any meeting of members or such other day as fixed by the Board of Directors shall be entitled to vote, on business matter unless the Articles of Incorporation require a different percentage of vote.

## **ARTICLE 7 – REMOVAL FROM OFFICE**

Any member of the board of directors may be removed or asked to resign, with or without cause by the vote or agreement in writing by a majority of all votes of the membership of the Corporation.

## **ARTICLE 8– AMENDMENT TO BYLAWS AND ARTICLES OF INCORPORATION**

The ByLaws and Articles of Incorporation may be amended at any Meeting.

## **ARTICLE 9 –CALENDAR YEAR**

The Corporation shall be operated on a calendar year.

## **ARTICLE 10 - MEMBERSHIP BOOK**

The Corporation shall maintain a membership book listing the name and address of each member. The book shall also contain the date the membership of any member in the Corporation ceases. The membership book will be kept in the principal place of business of the Corporation. Each member will receive a copy of membership book.

## **ARTICLE 11 - DISSOLUTION**

The assets of the Corporation are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings or assets of this Corporation on dissolution or otherwise shall inure to the benefit of any person or any member, director or officer of this Corporation. No substantial part of the activities of the corporation shall be the influencing of legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or against any candidate for public office. On liquidation or dissolution, all remaining assets of the Corporation shall be distributed and paid over to Dinthill Technical High School, Linstead, St. Catherine, Jamaica.

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