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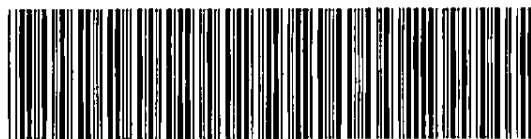
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2024-11-26 14:00:00

COVER LETTER

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

SUBJECT: Help Me Globally, 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: YuVonda Steward

Name (Printed or typed)

P O Box 6945

Address

Tallahassee, Florida

City, State & Zip

850-284-9545

Daytime Telephone number

steward@stewardoutreach.org

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

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

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

ARTICLE I NAME

The name of the corporation shall be: Help Me Globally, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address:

~~P.O. Box 6945, Tallahassee, Florida 32314~~

10300 McCracken Rd.

Tallahassee, FL 32309

Mailing address, if different is:

P.O. Box 6945, Tallahassee, FL 32314

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: under the Nonprofit Corporation Law for charitable and educational purposes

designed to fulfill a community and world-wide commission that empowers, educate, and equip youth and young adults to be

effective in pursuing their God given vision. Our purpose is to be the help that is often needed in high crime and poverty areas.

Our goal is to not be a hand out, but a helping hand to a better life! The services will consist of, but shall not be limited to:

Academic Enrichment, Job Training, Job Placement, Housing, Counseling, Mentoring, Health Education, Victim Advocacy,

Substance Misuse Prevention, Community and Economic Development.

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: see attached

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Rayshell Foster - PRESIDENT

Address: 10300 McCracken Rd. Tallahassee, FL
32309

Name and Title: Rayshun Foster - VICE PRESIDENT

Address: 10300 McCracken Rd. Tallahassee, FL
32309

Name and Title: ~~Jalen Foster - DIRECTOR~~ ^{AR}

Address: 10300 McCracken Rd. Tallahassee, FL
32309

Name and Title: YuVonda Steward - Coordinator

Address: 1402 Daniels St. Tallahassee, FL
32310

Name and Title: Sheila Mentor - SECRETARY

Address: 4492 Shelfer Rd. Apt # 510, Tallahassee, FL
32305

Name and Title: Tyce Foster - Treasurer

Address: 10300 McCracken Rd. Tallahassee, FL
32309

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: Rayshell Foster
Address: 10300 McCracken Rd. Tallahassee, FL
32309

ARTICLE VII INCORPORATOR

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

Name: Rayshell Foster
Address: 10300 McCracken Rd.
Tallahassee, FL 32309

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 as registered agent and agree to act in this capacity

Rayshell Foster
Required Signature of Registered Agent

12/20/24
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.

Rayshell Foster
Required Signature of Incorporator

12/20/24
Date

**BYLAWS
OF
Help Me Globally, INC.**

The name of the organization is **Help Me Globally, Inc.** The organization is organized in accordance with the Florida Department of State, Division of Corporations statutes. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

Article I. Name

The name of the Corporation shall be Help Me Globally, Inc.

Article II. Offices

Section 1. Principal Office:

The Corporation's principal office shall be located at P. O. Box 6945, Tallahassee, Florida 32314, FL..

Section 2. Other Offices:

Branch or subordinate offices may be established at any time and in any place by the Board of Directors.

Section 3. Jurisdiction and Powers

Help Me Globally, Inc. shall have jurisdiction in the state of Florida under the authority of its letters of incorporation. The Corporation has all the powers consistent with the articles of incorporation and the laws of the State of Florida.

ARTICLE III. MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

Section 2. Special Meetings. Special meetings may be requested by the President or the Board of

Directors.

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be emailed to all directors of record at the email address shown on the corporate books, at least 10 days prior to the meeting.

Section 4. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice.

Section 5. Quorum. A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some director's results in representation of less than a quorum.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

ARTICLE IV. DIRECTORS

Section 1. Directors. The organization shall be managed by a Board of Directors.

Section 2. Election and Term of Office. The directors shall be elected at the annual meeting. Each director shall serve a term of 2 years, or until a successor has been elected and qualified.

Section 3. Quorum. A quorum shall constitute of majority of directors.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 5. Regular Meeting. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. Upon special request, directors may request attendance through conference call or videoconference.

Section 6. Special Meeting. Special meetings may be requested by the President, Vice-President, Director, Coordinator, Secretary, or any two directors by providing five days' written notice by ordinary email, effective when emailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting by electronic mail.

Section 7. Procedures. The vote of a majority of the director's present at a properly called

meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 8. Informal Action. Any action required to be taken at a meeting of directors, or may be taken without a meeting by electronic voting through email.

Section 9. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other cause, may be filled by the remaining directors by majority vote. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 10. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE V. OFFICERS

The management of the Corporation shall be entrusted to a Board of Directors. The Board of Directors shall consist of the President, Vice President, Director, Coordinator, Secretary and Treasurer. The President shall have the authority to appoint a parliamentarian.

Section 1. Responsibilities of the Board of Directors:

The Board of Directors shall have and exercise all powers necessary to develop policies and further the purposes of the Corporation, except as may be otherwise provided in these bylaws or the articles of incorporation. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its president after due notice to all the directors of such meeting.

Section 2. Duties of the Board of Directors

The duties of the Board of Directors shall be:

- A. To transact necessary business of the Corporation.
- B. To create committees.
- C. To present a report at the regular meetings of the Corporation.
- D. To assist with development of an approved fiscal year budget.

Section 3. Number of Directors:

The authorized number of directors shall be as set by the Board or members but not less than five no more than 9 persons, including the officers of the Corporation.

Section 4. Term of Office:

Directors shall serve two-year terms and may be re-elected for additional terms. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected or until a successor has been elected and qualified, whichever comes first. The number of directors elected shall equal the number of directors whose terms have expired at the time of the annual meeting.

Section 5. Election of Officers and Directors:

The officers and directors shall be elected at the annual meeting of the Corporation.

Section 6. Vacancies, Removals, and Resignations:

A. A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of the following:

Death, resignation from the Corporation Board; removal of any director by Board consensus because a director has been declared of unsound mind by a court order; convicted of a felony; or has been found by final order or judgment of any court to have breached a statutory duty as director.

B. Vacancies on the Board of Directors shall be filled by a vote of the majority of the remaining members on the Board of Directors for the balance of the term.

Section 7. Standards of Conduct of Directors:

Each member of the Board of directors shall perform in good faith, in a manner the director believes to be in the best interest of the Corporation, and with such care, including reasonable inquiry, as a normally prudent person in a like position would use under similar circumstances. This standard shall apply to the service of a director in this capacity as a member of a committee as well as in other respects, and to selection of directors. No member shall enter into contract, accept gifts, apply for and accept grants, employ staff without prior written consent from the Board of Directors.

Section 8. Fees and Compensations:

Directors and or members of committees shall not receive any compensation for their services.

Section 9. Regular Meetings:

Meetings of the Board of Directors of Help Me Globally, Inc. shall be held at least four times per year. The Board may use teleconferencing as an alternative to meetings in person.

Section 10. Quorum:

Two-third (4) members of Board of Directors shall constitute a quorum of any Board meeting.

Article VI. Executive Committee:

Section 1. Executive Committee Composition:

The executive committee shall consist of the officers of the Corporation and shall be:

President – Rayshell Foster

Vice President – Rayshun Foster

A-R
~~Director~~ – Jalen Foster

Coordinator – YuVonda Steward

Secretary – Sheila Mentor

Treasurer – Tyece Foster

Section 2. Duties of the Executive Committee:

- A. Terms: Members of the executive committee shall be elected for two-year terms, coinciding with their term as an officer of the Corporation.
- B. Meetings: The executive committee shall meet on the call of the president.
- C. Quorum: Three members of the committee must be present to constitute a quorum.
- D. Responsibilities: The executive committee shall be empowered to act on the Board's behalf to handle emergency business arising between regularly scheduled meetings of the Board. A written report of such business shall be submitted for ratification at the next scheduled meeting of the Board. The executive committee shall have all the authority of the Board except for the powers of the nominating committee.

Section 3. Duties of Officers:

All officers shall perform the duties prescribed in these bylaws and by the parliamentary authority adopted by this association and deliver to their successors all official material pertaining to the office held within 30 days of the election.

A. **President:** The president shall, with the consent of the Board, generally supervise, direct and control the business and the officers of the Corporation. He shall preside at all meetings of the Board. S/he shall have such other powers and duties as may be prescribed by the Board or the bylaws.

B. **Vice President:** In the absence, disability, resignation or removal of the president, the vice president shall perform all the duties of the president, and when so acting shall have all the powers thereof and be subject to all the restrictions upon the president. The vice president shall have other such powers and perform such other duties as from time to time may be described by the Board or the bylaws.

C. **Director:** Oversee and manage the organization to fulfill its mission and ensure its long-term sustainability. Lead staff, volunteers, and board members, fostering a positive and mission-driven organizational culture.

D. **Coordinator:** will serve as the backbone of the non-profit organization's operations. They support leadership and teams, engage volunteers and stakeholders, and help turn plans into action, ensuring the organization's mission is effectively carried out.

E. **Secretary:** The secretary shall attend to the following:

1. **Book of Minutes:** The secretary shall keep a book of minutes of all meetings of the members, the Board and committees of directors.

2. **Membership Records:** The secretary shall keep, or cause to be kept, at the principal office, as determined by resolution of the Board, a record showing the names of all directors and all members of the Corporation and their addresses.

3. **Notices, Seal and Other Duties:** The secretary shall give, or cause to be given, notice of all meetings of the Board and all meetings of members of the Corporation. S/he shall keep the seal of the Corporation in safe custody. S/he shall have such other powers and perform such other duties as may be prescribed by the Board or these bylaws.

F. **Treasurer:** The treasurer shall attend to the following:

1. **Budget and/or Finance:** The treasurer shall receive a quarterly profit and loss financial report of Help Me Globally, Inc. profit and loss reports.

2. **Approved Signatures:** The treasurer shall ensure that all checks and orders for payment shall have the written approval of two officers authorized by the Board as required for expenditures in excess of \$10,000.

Section 4. Election of Officers:

Officers of the Corporation shall be elected within the Board of Directors, a quorum being present, at the annual meeting and shall hold office for a term of two years. Nominations for officers shall be made by the Nominating Committee or by any member from the floor. Officers may serve more than one term at the pleasure of the voting members. The officers of the Corporation shall consist of a president, a vice president, director, coordinator, a secretary, and a treasurer, each of whom will also serve as a member of the Board. Officers shall serve until their resignation, removal, or other disqualification from office or until the election of their successors.

Section 5. Removal and Resignation:

An officer may resign at any time by giving written notice to the Board. Any resignation shall take effect upon the date or receipt of that notice or at any later time specified in that notice; and unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective. A vacancy in any office may be filled at any time by the Board in the manner set forth in Article VI, Section 9 of these bylaws.

Article VII. Corporate Actions

Section 1. Fiscal Year:

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Section 2. Contributions and Gifts:

All contributions, gifts and bequests for the purpose of the Corporation shall be accepted or collected only as authorized by the Board.

Section 3. Depositories:

All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such banks as shall be designated, Truist and WellsFargo.

Section 4. Budget:

The annual budget of estimated income and expense shall be approved by the Board. No expense shall be incurred in excess of the budget without prior approval of the Board.

Section 5. Contracts:

Contracts may be entered into only as directed by resolution of the Board.

Section 6. Audit:

An audit of the Corporation shall be authorized by the Board of directors as needed. Audit findings shall be presented to the Board and membership.

Article VIII. Filings, Records and Reports

Section 1. Maintenance of Corporate Records:

The original or one copy of the articles of incorporation; the bylaws as amended to date and certified by the secretary; correct and complete books and records of accounts; minutes of all meetings of members, the Board and committees of the Board; and a list of names and addresses of all members of the Corporation shall be kept at the principal office or by the secretary of the Corporation.

Section 2. Inspection of Corporate Records:

Every Board of Director, upon written request, shall have the right to inspect and copy books, records and documents at any reasonable time, and for any proper purpose reasonably related to such person's interest as a member, in person or by agent or attorney.

Section 3. Annual Statement:

An annual statement is required to be filed with the Secretary of State that will set forth the corporate officers, their addresses, the street address of the Corporation's principal office, the corporate agent designated to receive service of process, and his address if such agent is a natural person.

Section 4. Annual Reports:

- A. Each year, all directors and members shall receive a copy of the annual financial report of the Corporation.
- B. Not later than 120 days after the close of the fiscal year, the Corporation shall prepare an annual financial report containing, in reasonable detail, (1) the assets and liabilities, including the non-restricted and restricted funds of the Corporation as of the end of the fiscal year; (2) the principal changes in assets and liabilities, including trust funds, during the fiscal year; (3) the revenue or receipts of the Corporation, both unrestricted and restricted, to particular purposes for the fiscal year; (4) the expenses or disbursements of the Corporation, for both general and restricted purposes during the fiscal year; and (5) the information required in subsection "C" below. The report shall be accompanied by (a) any report on it by an independent accountant, or if there is no such report, (b) the certificate of an authorized officer of the Corporation that the statement was prepared without audit from books and records of the Corporation.
- C. Within 120 days after the close of the fiscal year, this Corporation shall prepare and give to each member a statement of any transaction with the Corporation in which a director or officer had a direct or indirect material financial interest.

Article IX. Parliamentary Authority

The current edition of Robert's Rules of Order, newly revised, shall be parliamentary authority governing all meetings of the Corporation, the Board, and the committees, subject to state law, the articles of incorporation and these bylaws. In the event of a conflict between Robert's Rules of Order and these bylaws, the bylaws shall prevail.

Article X. Amendments

These bylaws may be altered, amended or repealed, and new bylaws may be adopted by two-thirds of the members present and voting at any regular or special meetings of the Corporation provided that 30 days written, or electronic notice is given and said notice includes proposed amendments or revisions. Further changes recommended at any regular or special meeting may be adopted by vote of two-thirds of the membership present.

ARTICLE XI. CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged, and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE XII. AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by two-third of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all Board members at least ten (10) days before the meeting.

ARTICLE XIII. INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

ARTICLE XIV. DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made, therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

2021-11-17 03:01:17

11/17/2021

Certification

Board of Directors certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly amended by the initial Board of Directors on December 20, 2024.

Raphie Foster
President
Raphie Foster
Vice President

Jalen Foster
~~Director~~ Authorized Representative
Jalen Foster
Coordinator

Quento
Secretary

Jalen Foster
Treasurer

2024 FOSTER
11-01-24

11-01-24