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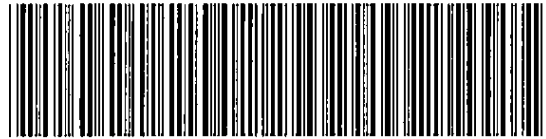
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2023 MAY -5 PM 5:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
&
restated
5/5/23
Dr*

COVER LETTER

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

SUBJECT: Gadsden Wellness - Our Future Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Amended & Restated

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

\$35.00

☒ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

CC \$8.75

\$43.75

FROM:

Sherrie Taylor

Name (Printed or typed)

217 W. Clark St

Address

Quincy Fla. 3235

City, State & Zip

850-264-1518

Daytime Telephone number

Sherrietaylor1957@gmail.com

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

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

Amended And Restated
ARTICLES OF INCORPORATION

FOR
GADSDEN WELLNESS – OUR FUTURE *INC.*

January 31, 2023

FILED
2023 MAY -5 PM 5:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be

INC

Section 2: The GADSDEN WELLNESS-OUR FUTURE is organized exclusively for providing educational and enrichment activities, as well as life coping skills for veterans, juveniles, senior citizens and adults with disabilities.

ARTICLE II - MEMBERSHIP

Section 1: Membership shall consist only of the members of the board of directors.

ARTICLE III – REGULAR MEETINGS

Section 1: Regular Meeting. The date of the regular meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the Chair or the Board of Directors.

Section 3: Notices of each meeting: Shall be given to each voting member, by mail or hand-delivered, not less than 5 days before the meeting.

Section 4: Terms: All Board members shall serve 3 year terms, but are not eligible for re-election.

Section 5: Quorum: A quorum must be attended by at least two-third (5) of the Board members before business can be transacted or motions made or passed.

Section 6: Officers and Duties: There shall be seven members of the Board including the Chair, Vice-Chair, Secretary and Treasurer.

ARTICLE IV - BOARD OF DIRECTORS.

Section 2: Meetings. The Board shall meet at least once a month, at an agreed upon time and place.

Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

Section 5: Quorum. A quorum must be attended by at least two-thirds of the Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have written notice one week in advance.

Section 7. Officers and Duties. There shall be seven officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the board of directors to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.

The Vice-Chair will chair committees on special subjects as designated by the board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. The allowable time to fill a vacancy will be up to one month after the official termination date of said board member.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if she or he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member within 3 to 5 days in advance of the special meeting date.

ARTICLE V – DUTIES AND RESPONSIBILITIES

Section 1: Over sight of Fiscal stability, develop policy and procedures, approve annual budget, and conduct fund raising activities.

ARTICLE VI - AMENDMENTS

Section 1: These Article may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

FISCAL YEAR:

The fiscal year of the corporation will end each year on December 31.

DIRECTORS:

The following persons will be the initial directors of the corporation:

Name: Sherrie Taylor
Address: 217 West Clark Street
City, State, Zip: Quincy, FL, 32351
Telephone: (850) 264-1518 EXT. N/A

Each director will serve for a term of Continuous year(s).

OFFICERS:

The following persons will be elected to fill the respective offices:

President: Johnny Gordon
Address: Post Office Box 157
City, State, Zip: Quincy, FL 32353
Telephone: (850)850-662-1021

Vice President: Priscilla Dilworth
Address: 308 South Patton Street
City, State, Zip: Quincy, Florida 32351
Telephone: (850)-661-3172

Treasurer: Sylvia Williams-Wilson
Address: 121 South Calhoun Street
City, State, Zip: Quincy, FL 32351
Telephone: (850)-627-6029 Ext. N/A

Secretary: Gladys Britt
Address: BRITT, GLADYS
241 KELLY STREET
QUINCY, FL 32351

Parliamentary: Kathleen Laniar
Address: 14 Shilio Road
Quincy, Florida 32351

The corporation will defend the directors and officers against lawsuits. Business transactions between the corporation and its officers and directors will be allowed.

BOARD APPROVAL

Johnny Gordon

JOHNNY GORDON, PRESIDENT

DATE: 1/31/23

The amended + Restated Articles

WERE VOTED ON AND APPROVED BY A MAJORITY VOTE OF the members on 01/31/2023. THE MOTION TO APPROVE WAS MADE BY GARY MICHAELS, SECOND BY VIVAN WIGGINS, SETTY SIMMONS AND MARY GOSS.