

N95 00000/305

John H. Anthony
(Requestor's Name)
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(Address)
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(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. African-American Role Models of Florida
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____

☐ Certified Copy

☐ Mail out ☒ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

NANCY HENDRICKS MAR 20 1995

Examiner's Initials

7-1-77
50-100-1

ARTICLES OF INCORPORATION
OF
AFRICAN-AMERICAN ROLE MODELS OF FLORIDA, INC.
(A CORPORATION NOT FOR PROFIT)

We, the undersigned natural persons of age of twenty-one (21) years or more, acting as incorporators of a corporation not for profit, adopt the following Articles of Incorporation for such Corporation pursuant to Chapter, 617, of Title 34 of the Statutes of the State of Florida.

FIRST: The name of the corporation is AFRICAN-AMERICAN ROLE MODELS OF FLORIDA, INC.

SECOND: The term of the Corporation shall be perpetual.

THIRD: The address of the Corporation's initial registered office is 1618 Blossom Circle, Lakeland, Florida 33805 and the name of its initial registered Agent at such address is Larry R. Driver.

FOURTH: The purpose for which the corporation is organized is exclusively for educational, charitable and scientific, that are described in Section 509 (a) (1), (2) or (3) of the Internal Revenue Code of 1986, including but not limited to the organization, maintenance and supervision of an Institute Center.

A. To promote education, desirable neighborhoods and self-sufficiency through economic development.

(1). To research the conditions that inhibit desirable neighborhoods, economic development and employment in undeveloped neighborhoods;

(2). To participate, so far as circumstances may permit, in any charitable and educational activity designed and carried on to promote the educational and employment opportunities of persons in Polk County who are poor, distressed or underprivileged;

(3). To provide educational opportunities (and through that education, employment opportunities) including by acting as a clearing house of information pertaining to the availability of employment opportunities.

B. In furtherance, but not in limitation of the foregoing purposes, the corporation shall have the power and authority:

(1). To receive assistance, money (as grants or otherwise), real or personal property and any other form of contributions, gifts, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the board of directors as required by the by-laws.

(2). To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the board of directors, and pay reasonable compensation for the services of such persons.

(3). To distribute, in the manner, form and method, and by the means determined by the board of directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.

(4). To invest and reinvest surplus funds in such securities and properties as the board of directors may from time to time determine.

(5). To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.

(6). To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary; but, this shall not be compulsory unless required by law.

(7). To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.

(8). All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

(9). Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.

The Corporation shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or intervene in (including the publishing or distribution of statement), any political campaign on behalf of any candidate for public office.

Notwithstanding any provision of these Articles of Incorporation to the contrary, the Corporation: (a) shall not (i) carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501 (c) (3), or (ii) by a corporation, contributions to which are deductible under Section 170 (c) (2), (2) engage in any act of self dealing (as defined in Section 4941 (d)), (3) retain any excess business holdings (as defined in Section 4943 (c)), (4) make any investments in; such manner as subject the Corporation to tax under Section 4944, or (5) make any taxable expenditures (as defined in Section 4945 (d)); and (b) shall distribute its income for each taxable year at such time and in such manner as to subject the Corporation to tax under Section 4942.

FIFTH: The Corporation shall not have members.

SIXTH: All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of a Board of Directors. The conditions of election to the Board of Directors and the number of directors (which number shall not be less than 3) shall be as provided in the by-laws.

SEVENTH: The regulation of internal affairs of the Corporation, including the distribution of assets on dissolution, shall be provided for in the by-laws and shall include that:

(1). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

(2). Upon dissolution of the Corporation or winding up of its affairs, the assets of the Corporation shall be applied and distributed as follows:

(a). All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore;

(b). Assets held by the Corporation upon condition requiring, return, transfer or conveyance, which condition occurs by reason of the dissolution or winding up, shall be returned, transferred or conveyed in accordance with such requirements; and

(c). All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be transferred or conveyed to one or more charitable, educational or scientific organizations (i) which are described in Sections 509 (a) (1), (2) or (3), and (ii) to which deductible contributions can be made under Sections 170 (c) (2), 2522 (a) (2), as the Board of Directors shall select.

All statutory references herein are to the Internal Revenue Code of 1986 (or the Corresponding provisions of any future United States Internal Revenue Law).

EIGHTH: The Corporation shall not be authorized to issue capital stock.

NINTH: The fiscal year of the Corporation shall begin October 1st and end September 30th of each calendar year.

TENTH: The names of the officers who are to serve until the first election under the Articles of Incorporation are:

PRESIDENT:

Larry R. Driver
1618 Blossom Circle
Lakeland, Florida 33805

VICE-PRESIDENT:

Catherine Leonard
414 West 6th Street
Lakeland, Florida 33805

SECRETARY/TREASURER:

Judy M. Loud
411 West Bella Vista Street
Lakeland, Florida 33805

ELEVENTH: The number of persons constituting the first Board of Directors shall not be less than three (3) no more than nine (9) and the names and addresses of such persons, are to serve as directors until the first election thereof are:

Larry R. Driver
1618 Blossom Circle
Lakeland, Florida 33805

Catherine Leonard
414 West 6th Street
Lakeland, Florida 33805

Judy M. Loud
411 West Bella Vista Street
Lakeland, Florida 33805

TWELFTH: A. COMPENSATION. A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless employed by the board of directors as: (i) a member of the administrative staff of the Corporation, or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the by-laws.

B. INDEMNIFICATION. Every director and officer of the Corporation shall be indemnified by the Corporation reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of, or liable for, willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the board.

C. INTEREST OF DIRECTORS AND OFFICERS IN CONTRACTS

Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer or officers, at the meeting of the board of directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action if the fact of such interest shall be disclosed or known in writing to the board of directors and the board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the directors present, such interested director or directors, officer or officers to be counted in determining whether a quorum is present but not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

THIRTEENTH: The By-laws may be made, altered or rescinded by a majority vote of the directors at any meeting at which time a quorum is present. The Articles of Incorporation may be made, altered or rescinded by a two-thirds vote of the Directors at any meeting at which time a quorum is present.

FOURTEENTH: The territory in which the operations of the Corporation are principally to be conducted is Polk County.

FIFTEENTH: The names and residences of the subscribers to these Articles are:

Larry R. Drury

1618 Blossom Circle
Lakeland, Florida 33805

William J. Drury


414 West 5th Street
Lakeland, Florida 33805

William J. Drury

411 West Bella Vista Street
Lakeland, Florida 33805

William J. Drury

Witness: The Secretary of the Corporation is
William J. Drury

 **BRENDA J. RELEFORD**
MY COMMISSION # CC 236472
EXPIRES: October 18, 1998
Bonded Thru Notary Public Underwriters

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: _____
AFRICAN-AMERICAN ROLE MODELS OF FLORIDA INC

2. The name and address of the registered agent and office is:

Larry R. Driver

(Name)

1618 Blossom Circle

(P.O. Box **NOT** acceptable)

Lakeland, Florida 33805

(City/State/Zip)

THIS IS ALSO THE CORPORATION'S PRINCIPAL OFFICE ADDRESS

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE Larry R. Driver

DATE February , 1995

REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314