

**SIMMONS, SOLOMON, DREYER & MANCINI**

ATTORNEYS AT LAW

UNITY ONE AT ST. LUCIE WEST  
145 N.W. CENTRAL PARK PLAZA, SUITE 200  
PORT ST. LUCIE, FLORIDA 34986

TELEPHONE (407) 340-7781 • FACSIMILE (407) 340-0804

EVETT L. SIMMONS, P.A.  
LYNN D. SOLOMON  
NORLIN S. DREYER\*

JOSEPH J. MANCINI, P.A. \*\*  
PADRICK A. PINKNEY  
PATRICK BOOKER

D. ELIZABETH WILLIAMS  
LEGAL ADMINISTRATOR

DONNA DOUGLAS  
OF COUNSEL

\* ATTORNEY ADMITTED TO OHIO BAR

\*\* ATTORNEY ADMITTED TO KENTUCKY BAR

N960000001731

March 22, 1996

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-03/26/96--01074--005  
\*\*\*\*122.50 \*\*\*\*122.50

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

***In Re: Treasure Coast Small & Minority Business Alliance***

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed for the filing fee, certification fee and status report.

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely yours,

**SIMMONS, SOLOMON, DREYER & MANCINI**

*E. L. Simmons*

Evett L. Simmons, Esquire  
For the Firm

ELS/dd

Enclosures

APR 1 1996, BSB

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96 MAR 25 AM 9:41  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE

**AFFILIATED OFFICES:**

789 SOUTH FEDERAL HIGHWAY, SUITE 207 • STUART, FL 34994 • (800) 771-5297  
299 BROADWAY, SUITE 420 • NEW YORK, NY 10007 • (212) 385-4840 • FAX (212) 385-4844

**ARTICLES OF INCORPORATION  
FOR  
'TREASURE COAST' SMALL AND MINORITY BUSINESS ALLIANCE, INC.  
A FLORIDA NONPROFIT CORPORATION**

**ARTICLE I ●**

**Corporate Name**

The name of this Corporation is 'Treasure Coast Small and Minority Business Alliance, Inc.

**ARTICLE II**

**Duration**

The term of existence of this Corporation is perpetual.

**ARTICLE III**

**General and Specific Purposes**

The specific and primary purposes for which this Corporation is formed are:

A. For the betterment of the Treasure Coast by the creation of a more diverse, inclusive business climate by identifying minority and women owned businesses and educating them to aid in their ability to be better organized and postured for growth and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. For the promotion, aid, development and encouragement of minority and women owned businesses on the Treasure Coast.

C. For the creation of a directory of minority and women owned businesses throughout the Treasure Coast and the collection and care of materials and appliances relating thereto.

D. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ***ARTICLE IV***

### **Membership Certificates**

- A. This Corporation shall be authorized to issue membership certificates.
- B. All membership certificates issued by the Corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If the membership certificates are restricted as to their sale or purchase in the manner described in the Bylaws or by any agreement between the members, a copy of such Bylaws or agreement shall be provided to all members.
- C. Except as otherwise prescribed by Florida law, each membership certificate shall entitle the holder thereof to one vote.

## ***ARTICLE V***

### **Management of Corporate Affairs**

- A. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, consisting of not less than seven (7) persons. The initial number of Directors of the Corporation shall be fifteen (15), provided however, that such number may be changed by a by-law duly adopted by the members.
- B. The Board of Directors shall consist of a representative from St. Lucie County, a representative from Martin County, a representative from Indian River County, and a representative from Okeechobee County.
- C. The Directors and Officers named herein as the first Board of Directors shall hold office until the term under which they are presently serving expires.
- D. Directors shall serve staggered terms so that no more than one-third (1/3) of future Boards will be elected in any given year. As the first Board of Directors' terms expire, new Directors will be elected at the annual meetings. Directors, with the exception of the first Board of Directors, shall serve for a term of four (4) years, each term to begin on the date elected. Annual meetings shall be held on or before the last Thursday in October of each year at such place or places as the Board of Directors may designate from time to time by resolution.
- E. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the

Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

## ***ARTICLE VI***

### **Board of Directors and Officers**

The names, addresses, and officers of the initial members of the Board are as follows:

<u>NAME</u>	<u>ADDRESS</u>
1) Sam Patterson, President	2887 S.E. Merritt Terrace Port St. Lucie, FL 34952
2) Marlon Brown, First Vice President	5843 S.E. Riverboat Drive Stuart, FL 34997
3) David Hall, Second Vice President	P. O. Box 1055 Stuart, FL 34995
4) David Hall, Treasurer	P. O. Box 1055 Stuart, FL 34995
5) Rita Sterling, Secretary	1914 S.W. Americana Street Port St. Lucie, FL 34953
6) Eric Brent	1851 S.E. Boma Port St. Lucie, FL 34952
7) Elmira Gainey	2401 S.E. Monterey Road Stuart, FL 34996
8) Larry Lee, Jr.	2209 South 25th Street Fort Pierce, FL 34947
9) Samuel McHardy	839 Nassau Avenue Stuart, FL 34994
10) Barbara St. Hill	P. O. Box 6145 Port Salerno, FL 34992
11) Padrick A. Pinkney	145 N.W. Central Park Plaza, Ste. 200 Port St. Lucie, FL 34986
12) Evett L. Simmons	145 N.W. Central Park Plaza, Ste. 200 Port St. Lucie, FL 34986

13) Eric Hunter

1798 Village Green Drive  
Port St. Lucie, FL 34952

## ***ARTICLE VII***

### **Earnings and Activities of Corporation**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 in Article III hereof.

## ***ARTICLE VIII***

### **Distribution of Assets**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes similar to those for which this corporation was created.

## ***ARTICLE IX***

### **Membership**

The qualification of members and the manner of their admissions shall be regulated by the Bylaws of this Corporation.

## ***ARTICLE X***

### **Incorporation**

The names and residence addresses of the Incorporators of this Corporation are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Sam Patterson, President	2887 S.E. Merritt Terrace Port St. Lucie, FL 34952

## ***ARTICLE XI***

### **Amendment of Bylaws**

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporation Not-for-Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation, Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the Bylaws.

## ***ARTICLE XII***

### **Dedication of Assets**

The property of this Corporation is irrevocably dedicated to educational or charitable purposes, and no part of the net income or assets of this Corporation shall inure to the benefit of any Director, Officer or member thereof, or to the benefit of any private individual.

## ***ARTICLE XIII***

### **Principal Office and Registered Agent**

The principal office and mailing address of the Corporation shall be 145 N.W. Central Park Plaza, Suite 200, Port St. Lucie, FL 34986, or such other place as the Board shall designate; and the name of its Registered Agent shall be Evett L. Simmons, whose address is 145 N.W. Central Park Plaza, Suite 200, Port. St. Lucie, FL 34986.

## ***ARTICLE XIII***

### **Amendment of Articles**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and passed by a majority of the members of the Board in the manner set forth in the Bylaws of this Corporation.

We, the undersigned, being the Subscribers and Incorporator of this Corporation, for the purposes of forming this Nonprofit Corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 22<sup>nd</sup> day of March, 1996.

Witnessed By:

Wendy D. Chen  
WENDY D. CHEN  
Alice Francis-Tucker  
ALICE FRANCIS-TUCKER

Sam Patterson  
Sam Patterson  
2887 S.E. Merritt Terrace  
Port St. Lucie, FL 34952

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

THE FOREGOING INSTRUMENT was sworn to (or affirmed) and subscribed before me this 22<sup>nd</sup> day of March, 1996, by the following person, after-producing Florida-Driver's License # Sam Patterson, Personally Known to me



PADRICK A. PINKNEY  
My Commission CG334400  
Expires Dec. 08, 1997  
Bonded by HAI  
800-422-1555

Padrick A. Pinkney  
Notary Public:

My Commission Expires:

**CERTIFICATE DESIGNATING PLACES OF BUSINESS  
OR DOMICILE FOR THE SERVING OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **Treasure Coast Small and Minority Business Alliance, Inc.**, a Florida Nonprofit Corporation, has named **Eyett L. Simmons, Esquire**, whose address is **145 N.W. Central Park Plaza, Suite 200, Port St. Lucie, Florida 34986**, as its agent to accept service of process within this state. Having been named to accept service for process for the above Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
**EVETT L. SIMMONS, ESQUIRE**

**FILED**  
**95 MAR 25 AM 9:41**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**