

N96000002613

TRANSMITTAL LETTER

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

300001771463
-04/08/96--01004--023
***131.25 ***131.25

SUBJECT: Sickle Cell Disease Assoc of Okaloosa & Walton
(Proposed corporate name - must include suffix)
COUNTIES, INC

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

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 15 AM 9:55

FROM: Bernista (McNabb) Bridges
Name (Printed or typed)

P. O. BOX 1482
Address

EGLIN AFB, FL 32542
City, State & Zip

(904) 882-4188
Daytime Telephone number

789-612-671
W96-7728

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

Bernista Bridges GAVE
AUTHORIZATION BY PHONE TO
CORRECT B.A. Address
DATE 5/16/96
DOC. EXAM. g
g 5/16/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS

96 MAY 16 AM 9:55

April 10, 1996

BERNISHA MCNABB BRIDGES
POST OFFICE BOX 1482
EGLIN AFB, FL 32542

SUBJECT: SICKLE CELL DISEASE ASSOCIATION OF OKALOOSA &
WALTON COUNTIES, INC
Ref. Number: W96000007728

We have received your document for SICKLE CELL DISEASE ASSOCIATION OF OKALOOSA & WALTON COUNTIES, INC and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 996A00016409

ARTICLES OF INCORPORATION

96 MAY 16 AM 9:55

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be : Sickle Cell Disease Association of Okaloosa & Walton Counties, Inc

ARTICLE II

Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

PLACE OF BUSINESS

Community Love Center
117 Kiwi Pl
Fort Walton Bch, FL 32548

MAILING ADDRESS

P.O. BOX 1482
Eglin AFB, FL 32542

ARTICLE III

Purposes

The specific purposes for which the corporation is organized are:

1. To provide leadership in providing general public awareness of the negative impact of sickle Cell disease and other related disorders, on health, economic, and social welfare of the affected individuals and their families;
2. To stimulate public awareness of the need for the development of methodologies to resolve the problems caused by this negative impact;
3. To prepare and distribute specific educational seminars and conferences for the benefit of the public and health care professionals interested in the sickle cell problems.
4. To encourage adequate support for the research activities leading to improved treatment and eventual cure and;
5. To cooperate with other volunteer health agencies in other health problem areas affecting sickle cell individuals and their families.

ARTICLE IV

Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

Section A - OFFICERS:

1. The officers shall be elected at the Annual Meeting by the Board of Directors and shall consist of a President, who shall serve as Chairman of the Board of Directors; a first Vice-President and two Vice-Presidents; Secretary; Treasurer; and such other officers as the Board of Directors deems necessary. These officers shall serve without compensation.
2. The immediate past President shall be an ex-officio* member of the Executive Committee.

Section A.1 - TERM OF OFFICE:

The term of office shall be two (2) years. Officers will serve until their replacements have been duly elected; newly electives shall take office at the next Board meeting.

* An ex-officio member of a committee or board is one who is a member by virtue of holding some particular office. If the office is under the control of the Foundation, then there is no distinction between the ex-officio members. But, if the ex-officio member is not under the authority of the Foundation, he/she has all the privileges but none of the obligations of membership; as where the governor of a state is ex-officio manager or a trustee of a private academy.

Section A.2 - VACANCIES AND RESIGNATIONS:

1. The Board of Directors may, by affirmative vote of two-thirds (2/3) of the members present and voting, suspend or expel or otherwise discipline any officer for cause, after a hearing in accordance with the approved grievance procedure.
2. In case of two (2) consecutive excused absences of any member of the Foundation, he or she, upon the recommendation of the Board, shall face termination or suspension. (Circumstances beyond their control, i.e.; illness, death, family crisis, shall be reviewed by the Board)

Section A.3 - POWERS AND DUTIES OF OFFICERS:

President - The President shall be a member of the foundation and shall be Chairman of the Board of Directors. He/she shall preside over all general board meetings of the foundation, Board of Directors and Executive Committee. He/she shall appoint all committees except the Nomination Committee. The president shall oversee matters of general administration of the foundation's affairs, public relations, and fund-raising. The

president may make or sign (in the name of the foundation) contracts or obligations when authorized by the Executive Committee or Board of Directors.

First Vice-President - If at any time the President shall be unable to act, by reason of absence or otherwise, the elective First-Vice President or in his/her absence a designated president, shall perform the President's duties or other specific assignments as assigned by the President or Board of Directors.

Secretary - The Secretary shall keep an accurate record of the proceedings of all meetings of the foundation, Board of Directors, and Executive Committee; and take roll call and mark the absentees of the same. The Secretary shall discharge such other duties as pertaining to this office as are prescribed from time to time by the Board of Directors, President, or by the Executive Committee, in these cases where the Executive committee is given jurisdiction by these By-laws. The Secretary, at the direction of the President, shall call notice to be given of all meetings of the foundation, Board of Directors, and Executive Committee to be sent to all Board members of the foundation.

Treasurer - The Treasurer shall keep an accurate record of the income and expenses of the foundation and cause all debts and obligations to be paid only when clearly authorized and when receipts for expenditures are presented. The Treasurer shall be responsible for the custody of all funds subject to the policies established by the Budget and Finance of which he/she will be a member, and approved by the Board of Directors. He/she shall cause an annual audit of the books to be made by a Certified Public Accountant (approved by the Executive Committee), and will render written financial reports at the meetings of the Board of Directors and Executive Committee. The audit should be performed outside of the designated responsibility of the Treasurer. In addition, the Treasurer will keep an accurate account of the property inventory and location of same.

Section B - BOARD OF DIRECTORS:

Section B.1 - DUTIES AND POWERS:

Duties and powers of the Board Of Directors (Board) are described in the bylaws.

Section B.2 - NUMBER AND QUALIFICATIONS:

1. The BOARD shall consist of not less than four (4) and no more than fifteen (15) individuals elected by the membership.
2. The BOARD shall be elected by the membership at the Annual Meeting from a slate recommended by the Nominating Committee. Additional nominations may be made from the floor.

Section B.2 - TERM OF OFFICE

1. Beginning with the annual meeting, one-third (1/3) of the BOARD shall be elected to serve for a three (3) year term. [The rotation responsibility of these directors shall be that of the Foundation's Nominating Committee.]
2. The active membership at the Annual Meeting shall have the responsibility for filling all vacancies present at the time of the Annual meeting.

Section B.3 - VACANCIES, RESIGNATIONS AND TERMINATIONS:

1. Vacancies on the Board occurring between Annual Meetings may be filled by a majority vote of those attending a regular or special meeting in accordance with nominating procedures; the term of office will be the unexpired term of the member being replaced.
2. The Board of Directors may, by affirmative vote of two-thirds (2/3) of the members present and voting, suspend or expel or otherwise discipline any member for cause, after a hearing in accordance with the approved grievance procedure.
3. A Director shall be dropped from the Board after being absent from two (2) consecutive regular or special meetings without informing the Board in writing of said cause of absence. The letter shall be forwarded to the secretary of the foundation within five (5) days before or after the meeting date. The secretary will inform the Board of receiving such notification during the regular or special meeting.

Section B.4 - MEETINGS OF THE BOARD:

1. Regular Meetings - There shall be a minimum of two (2) meetings annually as scheduled by the Board or the Executive Committee.
2. Special Meetings - Special meetings may be called by the President and/or one-half (1/2) of the Executive Committee and/or one-half of the Board.
3. In emergencies, votes of members of the Board and Executive Committee may be recorded and sent to the Secretary by certified mail or by telephone to the Secretary provided that all decisions reached by mail or by telephone shall be duly recorded in the minutes of the next meeting of the Board.

Section B.5 - QUORUM:

1. Action of the Board shall be by majority vote of all Directors present at any meetings duly called and held at which a quorum is present. The presence of one-fourth (1/4) of the number of Directors shall be required to constitute a quorum.
2. Notice of the time and place of all regular meetings of the Board of Directors shall be given by the Secretary postmarked at least thirty (30) days in advance to the last known address of each Director.

Section C - EXECUTIVE COMMITTEE:

Section C.1 - MEMBERSHIP

The Executive Committee shall consist of all elected officers of the Foundation. The Executive Committee shall have the power to appoint and/or hire an executive director for the Foundation. The Executive Director shall be directly responsible to the Board of Directors.

Section C.2 - POWERS

The Executive Committee shall administer the affairs of the Foundation in accordance with the general policies set by the Board of Directors. The executive Committee shall have and may exercise all of the powers and duties of the Board of Directors between meetings of the Board. However, the Executive committee shall not have the power to make or amend the By-laws, and shall at all times be subject to any limitations which may be imposed upon it by the Board of Directors.

Section C.3 - MEETINGS AND QUORUM

The executive committee or president shall determine the times at which meetings shall be held. Timely notice of the time and place of all meetings of the executive committee shall be given by mail to the last known address of each member of the committee. A majority of the members of the Executive Committee shall constitute a quorum and in the presence of a quorum the members in attendance at any meeting shall decide its action.

Section C.4 - RULES

The Executive Committee shall make such rules as from time to time it shall seem proper for the transaction of its business, except as otherwise provided by the By-Laws or by resolution of the Board of Directors.

Section C.5 - COMMITTEES

Duty descriptions for the following Standing Committees are listed in the By-Laws:

- Nominating Committee
- Budget and Finance Committee
- Resource Development Committee
- Education/Counseling Committee
- Public Relations Committee
- Membership Committee

ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE V
Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE VI
Initial registered agent and street address

The name and the street address of the initial registered agent is:

Bernisha Bridges
Sickle Cell Disease Assoc
117 Kiwi Pl
Fort Walton Bch, FL 32548

ARTICLE VII
Incorporators

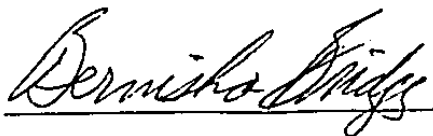
Ms Bernisha Bridges
P.O. Box 1482
Eglin AFB, FL 32542

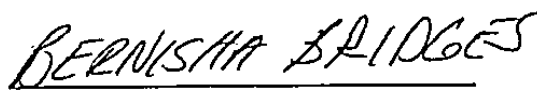
Cleveland McNabb
103 Methodist St
Ft Walton Bch, FL 32548

Mr Sebren Poitier
340 NW Victoria Ave
Ft Walton Bch, FL 32548

The undersigned incorporator has executed these Articles of Incorporation this 31st day of March, 1996.

Signature of Incorporator:





Typed name of incorporator signing

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 16 AM 9:55

PURSUANT TO THE PROVISIONS OF SECTION 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:

Sickle Cell Disease Association of Okaloosa & Walton Counties Inc
(must include suffix)

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

Bernisha Bridges
(NAME)

117 KIWI PLACE
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Ft Walton Bch/FL/ 32548
(CITY/STATE/ZIP)

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.

Bernisha Bridges
(SIGNATURE)

31 MAR 96
(DATE)

N96000002613

Requestor's Name

SCDA
ATTN BERNISHA BRIDGES
P O BOX 1482
G EAFB, FL 32542

Office Use Only

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

1 (Corporation Name) (Document #)
2 (Corporation Name) (Document #) 400001950454
11/18/96 - 01057 - 010
*****87.50 *****87.50
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 checked="" 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

RECEIVED SEP 25 1996

Examiner's Initials

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of**

Sickle Cell Disease Association of Okaloosa & Walton Counties, Inc.

Pursuant to the provisions of section 617-1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation

FIRST Amendment(s) adopted (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED)

Article III - Purposes
(added)

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law

ARTICLE V - Limitation of corporate powers
(added)

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

SECOND: The date of adoption of the amendment(s) was: July 30, 1996

THIRD: Adoption of Amendment (check one)

✓ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval

There are no members or members entitled to vote on the amendment. The amendment (s) was (were) adopted by the board of directors.

South Carolina Association of Colleges & Universities
Corporation Name

Dwight R. Bridges
Signature of Chairman, Vice Chairman, President or other officer

BERNARD BRIDGES
Typed or printed name

President 3 Sep 96
Title Date