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

1. Zeta Educational Therapies Association, Inc. N96000003525
(Corporation Name) (Document #)

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**ADMENDMENTS and RESTATED ARTICLES
OF
ZETA EDUCATIONAL THESPIAN ASSOCIATION, INC.**

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles.

PREAMBLE

The members of Zeta Educational Thespian Association, Inc. do hereby formulate and adopt these By-Laws for a more effective governance, to promote the general welfare of the community.

**ARTICLE I
NAME**

The name of the corporation is *Zeta Educational Thespian Association, Incorporated* (hereinafter referred to as "ZETA"). The organization shall have a seal which shall be in the following form:



The organization may at its pleasure by a vote of $\frac{2}{3}$ of the membership change its name.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business is 11 Taylor Avenue, Eatonville, FL 32751. The organization's business mailing address is P. O. Box 6224, Tallahassee, Florida 32314. Deliveries that cannot be delivered at a postal box may be delivered to the attention of the President, the Executive Director or other Member of the Board of Directors.

**ARTICLE III
DURATION**

The term of existence of the corporation is perpetual; meaning continuous and the corporate existence shall commence on the filing of these articles with the Florida Department of State.

ARTICLE IV STATEMENT OF MISSION

Through collaborating and networking with other associations, corporations, governmental bodies and organizations, ZETA strives to assist in deriving long term social, civic, cultural and educational benefits for its members and the communities in which it is involved from time to time.

ARTICLE V STATEMENT OF OBJECTIVE

The objective of ZETA is to maximize social, civic, cultural and educational benefits while expanding services to the citizens who are at risk, aged, undereducated and homeless, while preserving the heritage and advancing the knowledge of African-American heritage, giving priority to the development of youth (grades K - 12).

ARTICLE VI PURPOSE

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code

ARTICLE VII STATEMENT OF CORPORATE RESPONSIBILITY

Zeta Educational Thespian Association, Incorporated was founded in 1995. The organization became a corporation under the laws of the State of Florida on July 3, 1996. The association was granted tax-exempt status under Section 501(c) (3) of the Internal Revenue Code on March 19, 1997.

ARTICLE VIII MEMBERSHIP & DUES

Anyone may join Zeta Educational Thespian Association, Incorporated by paying initial dues assessment in the amount of \$50.00. The annual dues thereafter shall be \$50.00. Membership and dues information will be disseminated through newsletters, correspondence, the website and emails. Likewise, Membership forms will be available on the website. Membership forms may also be obtained online and from any chapter or auxiliary of the Florida State Leadership Conference and Zeta Phi Beta Sorority, Incorporated.

ARTICLES IX OFFICERS

ELECTED BOARD OF DIRECTORS

The business of this organization shall be managed by a 13 member Board of Directors consisting of seven (7) elected members (President, Vice-President, Secretary, Treasurer, Parliamentarian, Resident Agent and Executive Director) and six (6) appointed members

APPOINTED OFFICERS

Appointed members will chair the standing committees of this organization which are Membership Chair, Fundraising, Grant Writing, Programs/Projects and Public Relations. When the need arises other Ad Hoc Committees may be appointed to handle short term occasions, such as Nomination and Election and special projects. The president may appoint other resource persons who can assist the corporation in its mission.

PRESIDENT

Only members who have been active and good financial standing for at least 3 years may be elected to the office of President.

By virtue of this office, the president shall be Chairman of the Board of Directors. He/she shall schedule quarterly meetings of the Board of Directors, one of which may be the required annual meeting. The president shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Duties:

- Schedule and preside at all regular Board of Directors and call meetings
- Ensure the financial viability and sustainability of the organization
- Ensure compliance to By-laws and all other rules and regulations in a timely manner
- Advise and assist the State Director of pertinent needs, issues, and successes
- Represent the organization at "networking" meetings
- Countersign check or drafts of the organization
- Appoint committees
- Present at each annual meeting of the organization an annual report
- At the end of tenure, schedule a transitional session and turn over all correspondence, documents, records and keys (if appropriate) to successor.
- At the end of tenure, turn over all correspondence, documents and records to his or her successor.

VICE-PRESIDENT

Only members who have been active and good financial standing for at least 3 years may be elected to the office of vice president.

The vice-president assumes the duties and responsibilities of the President and shall preside in his/her absence.

Duties:

- Assist the President in carrying out his/her duties
- Perform other duties as President or Board may assign. Schedule a Transition Meeting and turn over all correspondence, documents and records to successor.
- At the end of tenure, turn over all correspondence, documents and records to his or her successor.

SECRETARY

To be eligible for the office of Secretary and Treasurer, one must have been an active and financial member of ZETA for at least two (2) years.

The secretary shall serve as custodian of all records and shall have the following additional duties:

Duties:

- Record minutes of ALL Board of Directors' Meetings
- Note any changes or corrections of previous meetings
- Keep accurate attendance at all meetings
- Serve notice to all members of required meetings, distribute agenda and other necessary documents
- Share any communications of the organization addressed to her/him
- Keep accurate membership list of new and sustaining members
- Provide written copies of ALL Board Meetings to the Board within 30 days
- Keep a record of all proceedings of the organization and shall keep files of all reports, special projects, fund raising projects, etc.
- Be responsible for mail outs
- Prepare correspondence and other written documents for the organization
- Review incoming mail and distribute as appropriate
- Schedule a Transitional Meeting with successor at end of tenure
- Perform such other duties as directed by the President or vote of the membership
- At the end of tenure, turn over all correspondence, documents and records to his or her successor

TREASURER

To be eligible for the office of Secretary and Treasurer, one must have been an active and financial member of ZETA for at least two (2) years.

The treasurer serves as the custodian of ALL funds and securities of the organization. The treasurer is responsible for the disbursement of funds, keeping and maintaining filing system of all financial records. The treasurer's additional duties include the following:

Duties:

- Receipts all monies, distribute copies to donors and maintain copies of receipts and accurate records of receipts and expenditures.
- Complete monthly reconciliations and distribute copies to the President, and Executive Director
- Prepares and make available records for CPA on-going annually and for internal and external auditing when due
- Writes and countersigns all checks and financial drafts and securities
- Ensure that required tax return and other required reports are prepared, signed, distributed and filed by due dates.
- Chair the Budget Committee
- Share the status of the organization's finances at each meeting of the Board of Directors to include the annual meeting
- Schedule a Transitional Meeting with successor at end of tenure.
- Such other duties as directed by the President or the vote of the members.
- At the end of tenure, turn over all correspondence, documents and records to his or her successor

PARLIAMENTARIAN

The Parliamentarian is responsible for making it possible for members to take care of business in an efficient and timely manner.

DUTIES

- Assist the presiding officer in properly using and complying with the organization's governing documents while conducting business
- Ensures all members in good standing get the right to speak and vote within the limits prescribed by the organization
- Interprets by-laws, rules of order and policy and procedure statements when necessary
- Make sure the meetings are conducted with impartiality and fairness
- At the end of tenure, turn over all correspondence, documents and records to his or her successor

TRUSTEE

The primary responsibilities of the Trustee, is to oversee, maintain and assure adequate maintenance of the organization's real properties.

DUTIES

- Participate in the annual review and evaluation of the Moseley House properties by an insurance representative and make recommendation to the Board of Director for any needed repairs or correction identified during the review.
- Monitors the work of the custodian, cleaning and lawn service workers
- May represent ZETA in matters involving real properties
- Secure written estimates for all work to be done on property and oversee work in progress, giving a report at each Board of Directors' Meeting
- Maintain an inventory of salvage items in storage at Moseley House and request permission from the State Director to have auctions at State Meetings.
- Maintain an annual inventory of corporate assets

- At the end of tenure, turn over all correspondence, documents and records to his or her successor

RESIDENT AGENT

Only members who have been active and good financial standing for at least three (3) years maybe elected to the office of Resident Agent.

The Resident Agent shall perform the following duties in addition to those prescribed in Parliamentary Authority adopted by the Board and under the laws of Incorporation of the State of Florida:

Duties:

- Represent Zeta in ALL matters involving real properties
- Be registered with the Florida Department of Corporation and serve as Resident Agent
- Serve as advisor to Trustee assigned by ZETA to the Board on matters pertaining to ZETA, Inc. properties
- Receive all legal documents served on the corporation or its officers
- Assure that the Corporate Counsel and Officers of the Corporation are promptly advised and delivered copies of legal papers when immediately after they are served
- At the end of tenure, turn over all correspondence, documents and records to his or her successor

EXECUTIVE DIRECTOR

The Executive Director shall be appointed by the Board of Directors to serve a term not exceeding three (3) consecutive years.

The Executive Director shall manage the day to day operations of the organization, serve as ex-officio member of the Florida State Leadership Conference Executive Board and represent ZETA on boards and at meetings. The Executive Director shall have the following additional duties:

Duties:

- Schedules all tours and group visits and maintain an accurate calendar of events
- Complete applications and reports; update and monitor as necessary
- Coordinate the development of the quarterly newspaper and monitor the distribution
- Conduct orientation for new volunteers
- May sign documents, checks and drafts
- Coordinate services of volunteers
- Monitor the progress of assigned committees
- Perform other duties as the President or Executive Board may assign
- At the end of tenure, turn over all correspondence, documents and records to his or her successor

ARTICLE X ELECTIONS

The authorized number, qualification and manner of election of members of the Board of Directors are set forth in the By-Laws of this corporation.

Election shall be held every two (2) years. To be eligible for an elected position on the Board of Directors, one must have served a minimum of one calendar year on the Board.

There shall be one (1) liaison member from each of six (6) Geographical Areas of the Florida State Leadership Conference (FSLC) selected to represent the membership of the areas.

The officers shall be elected by the financial members of ZETA, Inc. via secret ballot. The elected officers shall be announced and installed at the annual May meetings.

The President and Vice-president shall be elected in even years.

The Secretary and Treasurer shall be elected in odd years. They may be re-elected but shall serve no more than six (6) years.

ARTICLE XI VOTING

At all meetings, except for the election of officers and directors, all votes shall be by a show of cards: Yea/No/Abstain. For election of officers, secret ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

At any regular or special meeting, if a majority so votes, any question may be voted upon in the manner and style provided for election of officers and directors.

Votes by ballot for all elections, the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minutes book at that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE XII ANNUAL MEETINGS

There shall be an annual meeting of the membership of ZETA, Incorporated. The meeting shall be held during the month of May.

The Board of Directors shall set the date, location and time for the annual meeting.

- The vote of 51% of the active members in good financial standing present at a duly called annual meeting shall be required to carry the vote on an issue presented to the body.

ARTICLE XIII ORDER OF BUSINESS

1. Roll Call
2. Approval of the Agenda
3. Approval of the Minutes of the preceding meeting
4. Reports of Officers
5. Reports of Committees
6. Unfinished Business
7. New Business
8. Sharing and announcements
9. Adjournments

ARTICLE XIV STANDING COMMITTEES

Standing Committees shall be:

1. Membership
2. Grant Writing
3. Fundraising
4. Program
5. Special Projects
6. Public Relations
7. Scholarship

ARTICLE XV FINANCE & DUES

There shall be a banking system approved by the Board of Directors of the corporation.

Two signatures shall be required on a check.

The signatures of the President, Treasurer or Executive Director shall be required to issue a valid check.

Membership dues shall be collected on an annual basis as specified.

Membership dues may be paid at the same time per capita is paid, using designated forms (for chapter members). Dues may also be collected at other unspecified times.

Dues shall be submitted to the Treasurer of ZETA for processing and depositing. Individuals shall be given receipts for monies paid to the Treasurer.

An annual budget shall be presented by the Treasurer to ZETA for membership approval at the Annual Meeting.

A voucher system shall be enforced for payment of all monies from the ZETA treasury.

Itemized expense/vouches/invoices with receipts and statements shall be submitted to the ZETA Treasurer for payment and refunds.

A detailed, written financial report of receipts and expenditures shall be available to all financial members at the annual meeting.

Books shall be audited at least every two (2) years by an internal Audit Committee and by a Certified Public Accountant (CPA) upon change of treasurer.

ARTICLE XVI AMENDMENTS

Amendments to articles shall be subject to the following guidelines:

- Amendments shall be distributed to the Board of Directors at least 30 days before the time they will be voted on.
- A 2/3 vote of financial members is required to effect a proposed amendment.
- These By-Laws may be amended by a two-thirds vote of the membership in attendance at an annual meeting of ZETA, Incorporated.
- The proposed amendments shall be voted on at the annual meeting.

ARTICLE XVII PARLIAMENTARY AUTHORITY

These By-Laws shall govern the proceedings of ZETA, Incorporated, annual meeting. It shall be subject to Roberts Rules of Order, and the Florida State Leadership Conference Constitution. At no time shall the tenets of Zeta Phi Beta Sorority, Incorporated be abridged.

ARTICLE XVIII RESTRICTIVE COVENANT

ZETA will not make any modification to the property (other than routine repairs and maintenance) without review of the plans and specifications by the Bureau of Historic Preservation and every effort will be made to design any modification in a manner consistent with the applicable standards and guidelines of the Secretary of the Interior.

ARTICLE XIX LOAN DONATION OPTION

Persons who provide furnishings at the Moseley House on a loan basis may retrieve their donations at any time or upon the dissolution of the corporation. They must have signed an agreement that has been legally executed and recorded, indicating they are participants in the LOAN DONATION OPTION PROGRAM for furnishings at the Moseley House.

ARTICLE XX DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the corporation, dispose of all 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, educational, religious, or scientific purposes and shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code 1954, as amended, or the corresponding provisions of any future United States Internal Revenue law, as the Board of Directors shall determine.

Equipment and materials may be auctioned to local Zeta chapters or donated to undergraduate Zeta rooms.

Any of such assets not so disposed of shall be disposed of by the Circuit Court in county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated for such purposes.

All cash, bonds, and other legal tender shall be forwarded to the Zeta Phi Beta Sorority National Education Foundation, Incorporated.

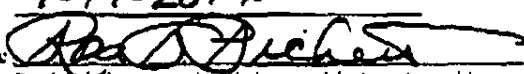
At no time shall the properties be sold or donated to other for profit organizations in the town of location.

The date of each amendment(s) adoption: All amendments were adopted 9/10/2014, if other than the date this document was signed.

Effective date if applicable: 9/17/2014
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 9-17-2014
Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator -- if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Rosa S. Pickett
(Typed or printed name of person signing)
President
(Title of person signing)