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ATTORNEYS & COUNSELORS AT LAW

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of Counsel
STANLEY E. FOSTER
Admitted in Georgia

THE DAY BUILDING
SUITE 630
605 EAST ROBINSON ST.
POST OFFICE BOX 2248
ORLANDO, FLORIDA 32802
TELEPHONE (407) 422-8758
TELECOPIER (407) 425-2380

August 23, 1996

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-08/27/96--01147--019
*****122.50 *****122.50

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation and Certificate of Incorporation for
African Americans Uniting For Life of Central Florida, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above referenced corporation.
I am also requesting a Florida Certificate of Incorporation for the above referenced corporation.
I have enclosed a check for \$122.50 for the following:

\$35.00	Filing fee
\$35.00	Registered Agent Designation fee
\$52.50	Florida Certificate of Incorporation

If you have any questions or comments, please do not hesitate to contact me at (407) 422-5758. Thank you in advance for your cooperation.

Sincerely,


Reginald D. Hicks

RDH:rwa
enclosures as stated

W96-18057

SEP 16 1996

FILED
95 SEP 16 AM 9 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 28, 1996

PERRY, HICKS & MCMILLAN, P.A.
POST OFFICE BOX 2248
ORLANDO, FL 32802

SUBJECT: AFRICAN AMERICANS UNITING FOR LIFE OF CENTRAL
FLORIDA, INC.
Ref. Number: W96000018057

We have received your document for AFRICAN AMERICANS UNITING FOR LIFE OF CENTRAL FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 096A00040692

ARTICLES OF INCORPORATION
OF
AFRICAN AMERICANS UNITING FOR LIFE
OF CENTRAL FLORIDA, INC.
(A Florida Not for Profit Corporation)

FILED
26 SEP 16 PM 9 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, citizens of the State of Florida, pursuant to Chapter 617 Florida Statutes, have associated ourselves together, and do hereby associate ourselves for the purpose of becoming incorporated under the laws of the State of Florida as a Corporation not for profit pursuant to the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation shall be AFRICAN AMERICANS UNITING FOR LIFE OF CENTRAL FLORIDA, INC.

ARTICLE II. PRINCIPLE OFFICE

The initial mailing address and the initial principal address of the Corporation shall be Post Office Box 2343, Orlando, Florida 32802-2343

ARTICLE III. PURPOSE

This Corporation is organized to operate for exempt purposes as set forth in SS. 501(c)(3) of the Internal Revenue Code of 1986, as amended, including, without limitation, to hold title to property, to collect monies thereupon, the making of distributions

an organization that qualifies as exempt organization under SS. 501(c)(3) of the Internal revenue code of 1986, as amended, specifically AFRICAN AMERICANS UNITING FOR LIFE OF CENTRAL FLORIDA, INC.

ARTICLE IV. MEMBERSHIP

The qualifications for members, if any, and the manner of their admission shall be regulated by the By-Laws of the Corporation.

ARTICLE V. EXISTENCE

The existence of this Corporation shall be perpetual.

ARTICLE VI. RIGHTS AND LIABILITIES OF MEMBER

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision

of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 2. Members of this Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation.

ARTICLE VII. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 5014 Downing Street, Orlando, Florida 32839, and the initial registered agent at such address shall be Deborah M. McGill.

ARTICLE VIII. BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be comprised of nine (9) persons, whose names and addresses follow:

<u>Name</u>	<u>Address</u>
Deborah M. McGill	Post Office Box 271 Orlando, FL 32802-0271
Walter Hawkins	400 South Orange Avenue Orlando, FL 32801

Jane Turner	558 Eaton Street Eatonville, FL 32751
Pamela Woulard	Post Office Box 271 Orlando, FL 32802-0271
Mary Timm	Post Office Box 271 Orlando, FL 32802-0271
Floretta Cunagin	914 South Dollins Avenue Orlando, FL 32805
Joseph Ector	421 Citadel Avenue Altamonte Springs, FL 32714
Theresa Francis-Thomas	1241 South Orlando Avenue Maitland, FL 32751
Vanessa Echols	490 East South Street Orlando, FL 32801

The method of election of Directors shall be governed by the By-Laws of the Corporation.

ARTICLE IX. INCORPORATORS

The names and addresses of the initial incorporators are:

<u>Name</u>	<u>Address</u>
Deborah M. McGill	Post Office Box 271 Orlando, FL 32802-0271
Walter Hawkins	400 South Orange Avenue Orlando, FL 32801
Jane Turner	558 Eaton Street Eatonville, FL 32751

ARTICLE X. NET EARNINGS

No part of the net earnings of the Corporation shall inure to

the benefit of, or be distributable to its members, trustees, 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. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code 1986, as amended or (b) by a corporation, contributions which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 as amended.

ARTICLE XI. MANAGEMENT OF CORPORATE AFFAIRS

The affairs of the Corporation shall be managed by a Board of Directors whose initial number shall consist of nine (9) members, who shall be elected by the members pursuant to the By-Laws.

ARTICLE XII. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of

Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII. AMENDMENTS

The Articles of Incorporation and By-Laws may be made, altered, rescinded or amended by a two-thirds (2/3) vote of the membership present and voting at any regular meeting or special meeting called for that purpose.

ARTICLE XIV. INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action,

suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE XV. DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision of the payment of all the liabilities of the Corporation, dispose of all of 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, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(2) of the (Internal Revenue Code of 1986, as amended, as the

Board of Directors shall determine.

IN WITNESS WHEREOF, we, the undersigned incorporators have
executed these Articles of Incorporation this 23rd day of
August, 1996.

Deborah M. McGill
DEBORAH M. MCGILL

Walter Hawkins
WALTER HAWKINS

Jane Turner
JANE TURNER

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me on this
23rd day of August, 1996, by DEBORAH M. MCGILL, WALTER
HAWKINS, and JANE TURNER [] who are personally known by me or
[] who provided the identification listed below each name of
AFRICAN AMERICANS UNITING FOR LIFE OF CENTRAL FLORIDA, INC., a
Florida corporation, on behalf of said Corporation.

Ileta K. Spitzer
Notary Public



ILETA K. SPITZER
MY COMMISSION # CC448342 EXPIRES
March 26, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

CONSENT TO SERVE AS REGISTERED AGENT
FOR
AFRICAN AMERIANS UNITING FOR LIFE OF
CENTRAL FLORIDA, INC.
(a Florida not-for-profit corporation)

Having been named in the State of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Date:

Deborah M. McGill

DEBORAH M. MCGILL

FILED
96 SEP 16 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA