

Oct. 18, 1996 2:18PM TRIPP, SCOTT, CONKLIN

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FLORIDA DIVISION OF CORPORATIONS

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NAME: REVEREND SAMUEL DELEVOE MEMORIAL FOUNDATION,

AUDIT NUMBER.....H96000014608

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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OCT 18 1996
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

**ARTICLES OF INCORPORATION
OF
REVEREND SAMUEL DELEVOE MEMORIAL FOUNDATION, INC.**

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

Section 1.1. The name of the corporation is **Reverend Samuel Delevoe Memorial Foundation, Inc.**, (the "Corporation").

**ARTICLE II
DURATION**

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

**ARTICLE III
NON-STOCK CORPORATION**

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue of Certificates of Membership.

**ARTICLE IV
PURPOSE**

Section 4.1. The purposes for which the Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Section 4.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to

H96000014608

an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 4.11. 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 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)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where 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 V **MEMBERS**

Section 5.1. This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

ARTICLE VI **DIRECTORS**

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two (2) Directors are present. The affirmative vote of at two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

6.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.

6.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.

6.1.3. Organization of a subsidiary or affiliate by the Corporation.

6.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

H96000014608

H96000014608

Section 6.2. The initial Board of Directors shall consist of the following members elected in accordance with this Section 6.2 and the Bylaws:

<u>NAME</u>	<u>ADDRESS</u>
Lois Jones Delevoe	1733 S.W. 5th Street Fort Lauderdale, Fl 33311
Samuel James Delevoe	1733 S.W. 5th Street Fort Lauderdale, Fl 33311
Patrice Louis Delevoe	1733 S.W. 5th Street Fort Lauderdale, Fl 33311

Section 6.3. The term of office of an elected Director shall be one (1) year and shall expire, regardless of whether or not a successor shall have been duly elected and qualified. The terms of elected Directors shall be staggered so that no elected Director's term expires less than four (4) months before the expiration of the next elected Director.

ARTICLE VII
ADDRESS

Section 7.1. The street address of the principal office of this corporation in the State of Florida is

1733 S.W. 5th Street
Fort Lauderdale, Fl 33311

The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

ARTICLE VIII
REGISTERED AGENT AND REGISTERED OFFICE

Section 8.1. The registered agent and registered office of the Corporation shall be:

<u>Name</u>	<u>Address</u>
Lois Jones Delevoe	1733 S.W. 5th Street Fort Lauderdale, Fl 33311

H96000014608

**ARTICLE IX
AMENDMENT**

Section 2.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

**ARTICLE X
BYLAWS**

Section 10.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

**ARTICLE XI
INCORPORATOR**

Section 11.1. The name and address of the incorporator of this Corporation are as follows:

Name

Address

Christopher L. Smith

110 S.E. 6th Street, 28th Floor
Fort Lauderdale, FL 33301

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of October, 1996.

INCORPORATOR:


Christopher L. Smith

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091 and Section 607.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

Reverend Samuel Delevoe Memorial Foundation, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the

Oct. 18. 1996 2:28PM TRIPP, SCOTT, CONKLIN

No. 3206 P. 7/7

H96000014608

City of Fort Lauderdale, County of Broward, State of Florida, has named Lois Jones Delevoc, located at 1733 S.W. 5th Street, Fort Lauderdale, FL 33311, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named 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 Sections relative to keeping open said office.

Date:

October 15, 1996

REGISTERED AGENT:

Lois Jones Delevoc
Lois Jones Delevoc

FILED
OCT 18 1996
TALLAHASSEE
FLORIDA