

LAW OFFICES OF KARLENE S. STEVENS, P. A.

N99000001265

Forum, Suite 1012  
1655 Palm Beach Lakes Blvd.  
West Palm Beach, Florida, 33401

KARLENE S. STEVENS  
Also Admitted in Arkansas

Phone: (561)683-9066  
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January 11, 1999

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

Re: Articles of Incorporation  
-- Storm of '28 Memorial Park Coalition

700002741627--3  
-01/14/99-01068-005  
\*\*\*\*\*135.50 \*\*\*\*\*87.50


Dear Sir/Madam:

Enclosed is the fully executed original and copy of the Articles of Incorporation in the above matter, along with our check in the sum of \$135.00, which amount represents the filing fee herein.

You prompt attention hereto would be greatly appreciated.

Yours sincerely,

LAW OFFICES OF KARLENE S. STEVENS, P.A.

  
Susan J. Evans,  
Legal Assistant  
/sje

Encls:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 20, 1999

LAW OFFICES OF KARLENE S. STEVENS, P.A.  
THE FORUM, SUITE 1012  
1655 PALM BEACH LAKES BLVD.  
WEST PALM BEACH, FL 33401

SUBJECT: STORM OF '28 MEMORIAL PARK COALITION  
Ref. Number: W99000001432

We have received your document for STORM OF '28 MEMORIAL PARK COALITION and your check(s) totaling \$135.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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.")

Please return the original and one copy of 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 (850) 487-6925.

Barbara Brock  
Document Specialist

Letter Number: 499A00002575

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**STORM of '28 MEMORIAL PARK COALITION, INC.**  
(A Not For Profit Corporation)

In compliance with the requirements of Chapter 617, Florida statutes, the undersigned acting as incorporators do hereby make, subscribe and acknowledge that they have voluntarily associated themselves together for the purpose of forming a corporation not for profit, and do hereby adopt and certify the following as the Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the corporation shall be the **STORM of '28 MEMORIAL PARK COALITION, INC.** hereinafter sometimes referred to as the "COALITION" or the "CORPORATION".

**ARTICLE II**

**Principal Place of Business and Mailing Address**

The initial undersigned incorporators hereby designate that the mailing address and principal place of business of the Coalition will be 107 East Tiffany Drive, Suite # 3, West Palm Beach, FL 33407.

**ARTICLE III**

**Purpose**

The Coalition is organized and operated 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, Corresponding section of any future federal tax code. The entity may lease and buy gift, devise or purpose to own and operate real estate for such purpose as:

1. To establish, develop and maintain a memorial for the victims of the Hurricane of September 16, 1928, that are buried on the site of the Pauper Cemetery in West Palm Beach, Florida.
2. To create a highly technical hurricane education center, used for education, research and public attraction;
3. To collect and display artifacts and information that educates and promotes the achievements of migrant farm workers and the African American pioneers of Palm Beach County;
4. To create and maintain a passive memorial garden park and monument.

#### ARTICLE IV

##### Election of Directors

The minimum number of Board of Directors shall be five (5), who will serve a three (3) year term. An additional four (4) members of the board or other persons, shall serve for two (2) years as an Advisory Board. Members of the Board of Directors shall first serve a full term as a member of the Advisory Board. There shall be a minimum number of directors set at Five and a maximum number shall be set at eleven (11) members.

The Board of Directors shall be elected by a majority of the Advisory Board and the Board of Directors at a joint meeting.

The members of the Advisory Board shall be nominated by community based organizations to the president of the Board of Directors, who shall make a request of the board of directors, who shall appoint by Majority vote to the Advisory Board.

## ARTICLE V

### Corporate Powers

In addition to all other corporate powers provided by the law in furtherance of the objectives described above, but not in limitation thereof, the Corporation shall have the power to:

- (a) have succession by its corporate name for the period set forth in its Articles of Incorporation.
- (b) adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit".
- (c) This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributed to its members, directors, officers or other private persons except that this 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 this Article. No substantial part of the activities of this Coalition shall be carrying on of propaganda, or otherwise attempting to influence legislation.

This Coalition shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these Articles, this Coalition shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax. On the dissolution of this corporation, the board of directors shall dispose of all of the assets of this corporation exclusively for the purposes in the manner or to the organizations that are organized and operated exclusively for charitable, religious, education and scientific purposes that shall at the time qualify as exempt organizations under Sec. 501 (c)(3) of the internal Revenue Code of 1954 or the corresponding

provisions of any future U.S. Internal Revenue law, after paying or making provisions for the payments of all liabilities of this Coalition. Any asset not so disposed of shall be disposed of by a Court of competent jurisdiction in the county where the principal office of this corporations is then located exclusively for the purposes of the organization that the court determines are organized and operated exclusively for charitable, educational, religious or scientific purposes. ..

The Coalition shall:

(d) Increase, by votes cast by its members as the bylaws may direct, the number of directors, managers or trustees so that the number shall not be less than five (5) or more than eleven (11); =

(e) Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchise or income;

(f) Conduct its affairs, carry out its operation, and have offices and exercise the powers granted by Florida law in any state, territory, district or possession of the United States or any foreign country;

(g) Purchase, take, receive, lease, devise, take by bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or any interest therein, wherever situated;

(h) Acquire, enjoy, utilize and dispose of patents, copy rights and trademarks and any license and others rights of interest thereunder or therein; ..

(I) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes; =

(j) Sue and be sued and appeared and defend in all actions and proceedings in its

corporate name to the same extent as a natural person;

(k) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized; and

(l) Merge and consolidate with other corporations not for profit, domestic or foreign, provided that the surviving corporation is a corporation not for profit.

(m) The Corporation shall be managed by the Board of Directors. Members, who shall supervise volunteers and paid staff, whenever such are needed and funds are available. The Advisory Board and the lead staff person shall have input in the management of the Corporation.

## **ARTICLE VI**

### **Membership**

Eligibility. Certain organizations will be requested to serve on the Advisory Board; To fill all vacancies to maintain a quorum of five (5) members. Members of the following community based organization shall sit on the Advisory Board of Directors. This list may be expanded or decreased by a majority vote of the Board of Directors.

Members of the Corporation shall be at least 18 years old, nominated by a current and active Advisory Board member, and have a desire to serve on the board.

### **COMMUNITY-BASED ORGANIZATIONS**

NCOBRA Chapter of Palm Beach County  
P. O. Box 2186  
West Palm Beach, FL 33402

The Northwest Neighborhood Multicultural Festival Committee, Inc.  
P. O. Box 1853  
West Palm Beach, FL 33402

African American Cultural Arts Organization, Inc.  
P. O. Box 1853  
West Palm Beach, FL 33402

The Kwanzaa Education Rights of Passage Program  
107 E. Tiffany Drive No. 3  
West Palm Beach, FL 33407

Joseph Littles - NGUZO SABA  
Charter School  
5104-45th Street  
West Palm Beach, FL 33407

and hereby designate Robert Hazard, of 107 E Tiffany Drive No. 3, West Palm Beach, FL 33407 as the registered agent of the Corporation, to accept service of process within this State, and to serve in such capacity until his successor is selected and duly designated.

#### **ARTICLE VII**

##### **Duration**

The Corporation shall have perpetual existence.

#### **ARTICLE VIII**

##### **Initial Officers and Directors**

The names and street addresses of the officers and directors who are to manage all of the affairs of the Corporation of until the first annual meeting are:

President: Robert Hazard  
Address: 107 E. Tiffany Drive No. 3  
West Palm Beach, FL 33407

Secretary: Frances Collefield  
Address: 1600 42nd Street  
West Palm Beach, FL 33401



Treasurer: Elizabeth Munnings  
Address: 1358 6th Street  
West Palm Beach, FL 33401

Chairperson: John Stroman  
Address: 634 15th Street  
West Palm Beach, FL 33401

Member at Large: Jo Patrice Daniels  
1589 West 9th Street  
Riviera Beach, FL 33404

## **ARTICLE IX**

### **Amendments to the Bylaws and Articles of Incorporation**

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of the Board of Directors, provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each voting member of the Coalition at least ten (10) days prior to the meeting at which such Bylaw alteration is to be voted upon, whether it be a membership meeting or a Board of Directors' meeting.

The Articles of Incorporation of the Coalition shall be amended or additional provisions added or adopted by a two-thirds (2/3) vote of the members of the Board of Directors present or voting proxy at any meeting thereof, provided that notice thereof which shall include the text if the Articles of Incorporation change has been furnished in writing to each voting member of the Coalition at least ten (10) days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by compliance with the Florida Statutes regarding amendments of articles of incorporation of non-profit corporations.

## ARTICLE X

### Prohibited Activities

The Corporation shall not:

1. Engage in any action of "self-dealing" as defined in Section 26 U.S.C.A. 4941(d), which would give rise to any liability for the tax imposed by Section 26 U.S.C.A. 4941(a);
2. Retain any "excess business holdings", as defined in Section U.S.C.A. 4943 (c) which would give rise to any liability for the tax imposed by Section 26 U.S.C.A. 4943(a);
3. Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 26 U.S.C.A. 4944 (a);
4. Make any "taxable expenditures", as defined in Section U.S.C.A. 4946 (d), which would give rise to any liability for the tax imposed by Section 26 U.S.C.A. 4956(a);
5. Fail during the period it is a "private foundation" as defined in Section 26 U.S.C.A. 509, to distribute, for the purposes specified in its article of organization, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 26 U.S.C.A. 4942(a).

## ARTICLE XI

### Indemnification

The Coalition shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

IN WITNESS HEREOF, I, Robert Hazard am familiar with and accept the duties and responsibilities as Registered Agent and subscribe my name under seal this 5<sup>th</sup>

day of January, 1999

Robert Hazard  
Robert Hazard

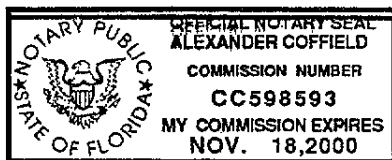
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Robert Hazard, to me well known and well known to me to be the person described in and who subscribed <sup>his</sup> ~~her~~ name to the foregoing Articles of Incorporation, and who acknowledged before me that he executed the said Article of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the aforesaid County and State, this 5<sup>th</sup> day of JANUARY, 1999.



Alexander Coffield  
NOTARY PUBLIC  
ALEXANDER COFFIELD

HE IS PERSONALLY KNOWN  
TO ME. A/D #D