

N 99000005454
TRANSMITTAL LETTER

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

FILED
99 SEP - 7 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FL 32314

SUBJECT: THE FLORIDA CONSORTIUM OF BLACK FAITH-BASED ORGANIZATIONS, INC.
(Proposed corporate name - must include suffix)

000002979440--1
-09/07/99--01070--017
*****79.75 *****78.75

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 of
Status

☒ \$78.75 + \$1.00
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: HERMAN K. WILLIAMS, CHAIRMAN

Name (Printed or typed)

20535 NW 2nd AVENUE, SUITE 100

Address

MIAMI, FL 33169-2547

City, State & Zip

(305) 493-9311

Daytime Telephone number

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

9-20
11C

ARTICLES OF INCORPORATION

The Florida Consortium of Black Faith-Based Organizations,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Object

- Section 1.** The name of the corporation shall be: "The Florida Consortium of Black Faith-Based Organizations, Inc.", hereinafter referred to as the "Consortium", located at 20535 NW 2nd Avenue, Miami, FL 33169.
- Section 2.** The purpose of this Consortium shall be to engage faith-based organizations throughout the State of Florida for the development of ideas and resources related to family and community building.
- Section 3.** The Florida Consortium of Black Faith-Based Organizations shall be a non-profit organization under the control and direction of a volunteer Board of Directors.
- Section 4.** To accomplish its purposes, the Consortium may establish and provide for the conduct and maintenance of its work in one or more sections of the State of Florida, and for particular groups of persons.
- Section 5.** The Consortium shall have perpetual existence.
- Section 6.** The purposes for which the Florida Consortium of Black Faith-Based Organizations is organized are exclusively religious, charitable, scientific, literary, and educational within the meanings of Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law.
- Section 7.** Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE II

Property

- Section 1.** The Consortium may hold or dispose of such property, real or personal, as may be given, divided, or bequeathed to it or entrusted to its care and keeping; may purchase, acquire, and dispose of such property as may be necessary to carry out the purpose of the Consortium; and may manage,

control and utilize the same in accordance with the provisions of Article IV.

- Section 2.** The highest amount of indebtedness or liability to which the Consortium may at any time subject itself shall never be greater than two-thirds (2/3) of the value of the assets of the Consortium.

ARTICLE III

Membership

- Section 1.** Any person who is committed to the Consortium's purpose may become a member of this organization, in accordance with such provisions and classifications as may be established by the Board of Directors.
- Section 2.** Any member, eighteen (18) years of age or over, who is committed to the purposes of the Consortium as defined in Article I, Section 2, and who indicates the willingness to cooperate actively in achieving these purposes, may become a voting member of this organization
- Section 3.** The responsibilities of voting members shall be:
- a) To help actively in achieving the purpose of the Consortium;
 - b) To comply with the financial and other membership requirements;
 - c) To vote, and, if eligible and elected, to hold office;
 - d) To represent the Consortium in national, regional, and local conferences, if and when duly authorized under the stated requirements of such representation.

ARTICLE IV

Management

- Section 1.** The management of the Consortium shall be vested in a Board of Directors, consisting of not fewer than seven (7) and not more than fifteen (15) persons, elected by the Board of Directors, or otherwise in such manner and for such terms not exceeding three (3) years, as the Bylaws may provide. The President/CEO is a non-voting member of the Board.

Each director must possess the qualifications for voting membership in the Consortium:

- a) The Board of Directors shall have and exercise all the powers necessary to control the work and policy of the Consortium in all its details, including the appointment of Standing and Special Committees. No contract, debt or obligation shall be binding unless contracted under authority of the Board.

- b) The Board of Directors shall have the power to fill, for the unexpired terms, all vacancies occurring in their number between annual elections. They shall have authority to make Bylaws for the governance of the Consortium, not inconsistent with the Articles of Incorporation.

Section 2. The officers of the Board of Directors shall be a Chairman, Vice Chairman, Treasurer, Recording Secretary, and Chaplain, chosen from their own number, as provided for in the Bylaws. These shall also be the officers of the Consortium.

ARTICLE V

Meetings of the Consortium

Section 1. There shall be an Annual Meeting of the Consortium within 90 days after the close of the fiscal year, at which time the Board of Directors shall report to the membership the status of the organization. Notice of this meeting shall be given to all voting members by publication or by mail at least two (2) weeks in advance.

Section 2. The Consortium shall hold such other meetings of the organization as may be provided for in the Bylaws.

Section 3. Special meetings of the Consortium may be called by the Chairman or by order of the Board of Directors. Upon written request of one-half of the voting membership of the Consortium, the Chairman or the Recording Secretary shall call a meeting specifying the object, which shall be incorporated in the notice. A notice of such meeting shall be mailed to every voting member at least seven (7) days in advance of the meeting. No business shall be transacted at such meeting, except that for which the call is issued.

Section 4. One-third (1/3) of the voting membership shall constitute a quorum at any meeting called by the voting members of this Consortium.

Section 5. A written record of the attendance and business transacted at all regular and special meetings of the Consortium shall be maintained and filed with the Minutes of the Board of Directors.

ARTICLE VI

Dissolution

Section 1. Upon dissolution of this corporation, the Board of Directors, after paying or making provisions for the payment of liabilities of the corporation pursuant to operational law, shall distribute all assets exclusively to those organizations which are exempt under Section 501(c)(3) of the Internal

Revenue Code, provided that this corporation retains discretion and control over the terminal use of said contributions prior to dissolution.

ARTICLE VII Amendments

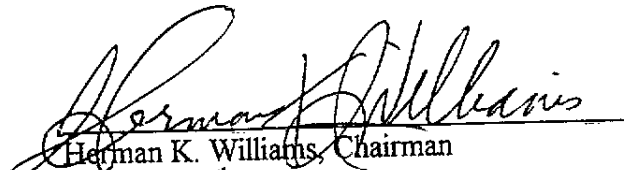
Section 1. The Articles of Incorporation may be amended by vote of one-third (1/3) of the Board of Directors present at any regularly constituted meeting of the Consortium, provided such amendment shall have been submitted by the Board of Directors.

ARTICLE VIII Initial Registered Agent and Street Address


The name and Florida street address of the initial registered agent are: Herman K. Williams, 218 NE 199 Terrace, Miami, FL 33179-2934.

ARTICLE IX Incorporators

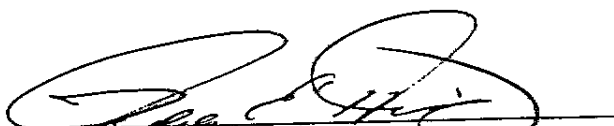
The undersigned subscribing incorporators have hereunto set their hands and seals this 26 day of August, 1999, for the purpose of forming this not for profit corporation, under the laws of the State of Florida. The names and addresses of the Incorporators to these Articles of Incorporation are:


Herman K. Williams, Chairman
218 NE 199th Terrace
Miami, FL 33179

8/26/99
Date

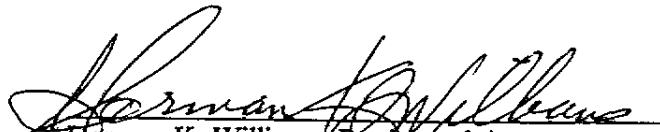

Carlton Preston, Jr., Secretary
12535 NE 1st Avenue
Miami, FL 33161

8-26-99
Date


Randall E. Holts, Treasurer
17437 SW 36 Street
Miramar, FL 33029

8/26/99
Date

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.


Herman K. Williams, Registered Agent

8/26/99
Date

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