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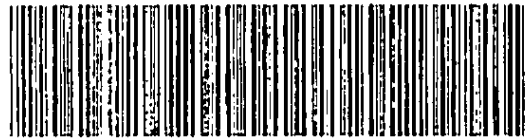
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## COVER LETTER

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

SUBJECT: Resident Councillor's Association of Florida, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00      ☒ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

FROM: Jeffrey A. Rapkin, Esq.

Name (Printed or typed)

18245 Paulson Dr.

Address

Port Charlotte, FL 33954

City, State & Zip

941-916-4096

Daytime Telephone number

email@rapkinlegal.com

E-mail address, (to be used for future annual report notification)

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

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**ARTICLES OF INCORPORATION FOR:  
RESIDENT COUNCILLOR'S ASSOCIATION OF FLORIDA, INC.**

**ARTICLE I**

The Resident Councillor's Association of Florida, Inc. is a Social Purpose Corporation created pursuant to F.S. §607.501 - F.S. §607.513 (as well as other applicable professional, legal, and business regulations)

**Section 1.01 Name:** The name of the Corporation shall be: **The Resident Councillor's Association of Florida, Inc.**

**(Merriam-Webster defines "Councillor" as "a member of a council.")**

**Statement pursuant to §607.503:** This Corporation is a **Social Purpose Corporation** under F.S. §607.

**Section 1.02: Principal Office:** The place in this state where the principal office of the Corporation is to be located is: With Registered Agent for Service of Process: Attorney Jeffrey A. Rapkin, Esq. 18245 Paulson Dr. Port Charlotte, FL 33954

**Section 1.03: The mailing address:** With Registered Agent for Service of Process: Attorney Jeffrey A. Rapkin, Esq. 18245 Paulson Dr. Port Charlotte, FL 33954

**Section 1.04: Purpose:** This corporation is organized Per F.S. §607, specifically F.S. §607.501 - F.S. §607.513; Part 2 of the Business Organizations and Florida Business Corporation Act, titled "Social Purpose Corporations." This corporation shall operate within the parameters as defined in F.S. §607.501 - F.S. §607.513, as well as other applicable State and Federal laws, regulations and administrative parameters.

The purpose (mission) of "**The Resident Councillor's Association of Florida, Inc.**" henceforth referred to as "RCAF," is as follows:

A. RCAF shall pursue the purposes as established in the Articles of Incorporation as contained herein.

B. RCAF has been created for:

- (a) Providing low-income or underserved individuals or communities with beneficial products or services.
- (b) Promoting economic opportunity for individuals or communities beyond the creation of jobs in the normal course of business.
- (c) Protecting or restoring the environment.
- (d) Improving human health.

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- (e) Promoting the arts, sciences, or advancement of knowledge.
- (f) Increasing the flow of capital to entities that have as their stated purpose the provision of a benefit to society or the environment."

C. Lawful purpose: This Social Purpose Corporation shall endeavor to:

- i. Make Public Housing residents' lives better
- ii. To provide meaningful oversight of public housing authorities by residents
- iii. To provide accountability to public officials who serve the residents of public housing
- iv. To ensure compliance with the laws, rules, regulations, and purposes of Public Housing as defined in both State and Federal Mandates.

**Section 1.05: Statement of Lawful Purpose:** In addition to the specific purposes as defined in "1.04 C" herein, the purpose for which this corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida and the United States of America. RCAF will not engage in prohibited political and legislative activity. As defined in F.S. §607.502(10) RCAF shall endeavor to be comprehensive, credible, and transparent.

**Section 1.06: Extent of Powers:** No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof.

RCAF shall be a "net zero" corporation which will have no income, save what is necessary for its maintenance and operation.

**Section 1.06: Dissolution:** Upon the dissolution of the organization, once debts are paid, assets shall be distributed exclusively for the fulfillment of RCAF's specific benefit purposes.

**Section 1.07: Stock:** There shall be one share of common stock. Ownership is vested in the members.

## ARTICLE II

**Section 2:01: Board of Directors:** The corporation shall have a Board of Directors that will govern all activities of the corporation. The Bylaws of the corporations shall also provide for their duties and functions. The Board of Directors shall have the power to make, alter, and rescind the Bylaws of this corporation provided that at least thirty days (30 days) notice has been given to all members of the Board of Directors of the character of the prepared amendment or amendments to be voted on. The affairs of the corporation shall be managed by a Board of Directors. There shall be no fewer than three voting members. All board members shall be appointed in accordance with the Corporation's Bylaws.

**Section 2:02: Manner in Which Directors are Elected/Appointed and Governance:** The

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governance of this association shall be by the Board of Directors who shall be elected by the membership at the Annual Meeting. Membership limited to current and former council members in Florida but the board can be made up of non-members. An annual meeting of the membership shall be held the first Thursday in September. A notice of this meeting will be mailed and or emailed to all members at least thirty (30) days prior to the meeting. At this meeting, the President will submit a formal summary of RCAF's activities for the preceding year. The Treasurer will present a detailed financial statement, including the yearly internal audit and budget for the current year. Immediately following adjournment of the Annual Meeting, the Board will meet to elect Executive Officers. This will be the sole purpose of the Board Meeting. Special meetings of the Membership may be called by the Board or upon petition by ten percent (10%) or more of the Membership in good standing. The Board of Directors shall herein be referred to as the Board. The Board shall consist of members who are in good standing of this corporation. A quorum shall consist of 50% of board members + 1 in good standing.

**Section 2:03: Input from employees/officers:** Officers/employees of RCAF shall be a non-voting members of the Board and shall provide input as needed.

**Section 2:04: Service of Directors:** The Directors shall be elected to serve for three (3) years.

### ARTICLE III

**3:01: Officers:** The officers of the Corporation shall be: The President; Vice-President, Secretary/Treasurer, and other Officers as provided by the Bylaws and the Articles of Incorporation as provided herein.

**3:02: Duties of Officers:** Officers shall perform the duties provided in this section and such other duties as they are prescribed for the office in the Bylaws, in the adopted parliamentary authority, in the standing rules, or as assigned by the Board of Directors.

(a) **The President shall:** be Chief Executive Officer and official spokesman of the corporation, shall preside at all meetings of the Board of Directors and at all membership meetings, and shall have general charge of, and control over, the affairs of the Corporation, subject to the Board of Directors.

(b) **The Vice-President shall:** perform such duties as may be assigned by the President. In case of death, disability or absence of the President, the Vice-President shall perform and be vested with all the duties and powers of the President.

(b) **The Secretary Treasurer shall:** The Secretary/treasurer shall keep Minutes of all meetings of members and of the Board of Directors and shall give notice as required in the Bylaws of all special meetings. In addition, the Secretary shall maintain and write all correspondence as directed and required by the business of the Corporation, this Director shall keep accounts of all monies of the Corporation received in the name of and to the credit of the Corporation in a public depository designated by the Board of Directors. The Treasurer shall

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report on these accounts at each regular meeting of the Board of Directors and at the Annual Membership Meeting and maintain all records, reports and accounts for annual audit.

Note: A separate Director deemed to be "Treasurer" may be established to fulfil the treasurer director requirements.

(d) **Vacancies:** Appointments to fill vacancies with unexpired terms shall be for the life of the term and appointed by the President with the consent of the Board. Any Director who misses three (3) meetings without prior Board approval shall be considered as having resigned and the vacancy filled by appointment. Prior to the annual meeting, the President shall appoint, with the advice and consent of the Board, a Nominating Committee consisting of at least three (3) members in good standing. This committee shall then select nominees, who must be members in good standing, for the vacancies on the Board of Directors. A list of such nominees shall be presented by the Committee at the Annual Meeting. Additional nominations may be made from the floor with the prior consent of the nominee. Should there be more than one candidate for each office that candidate receiving the largest total vote shall be declared elected.

#### ARTICLE IV

**4:01: Meetings:** There will be a minimum of two (2) meetings each year to facilitate the planning of corporation activities. Other meetings shall be as provided in the Bylaws.

**4:02: Initial Registered Agent and Incorporator:** The initial registered agent and incorporator is: Attorney Jeffrey A. Rapkin, Esq. 18245 Paulson Dr. Port Charlotte, FL 33954 (941) 916-4096. email@rapkinlegal.com.

#### ARTICLE V

**5:01: Effective Date:** The effective date is the date of filing and acceptance by the State of Florida of these Articles of Incorporation with the State of Florida, Department of State, Division of Corporations.

#### ARTICLE VI: MEMBERSHIP, MEETING, AND VOTING RIGHTS:

**6:01: Membership Eligibility:** it is a requirement that all members of RCAF are, or have been commissioners of one of Florida's Housing Authorities.

**6:02: Voting Rights:** Each member shall have one vote. Members may not vote by proxy.

**6:03: Action in Writing.** Any action which might be taken at a meeting of the Officers may be taken without a meeting if such action is taken in writing and signed and approved by all of the Officers.

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**6:04: Removal:** A majority of votes in favor of removal shall be sufficient for removal.

**6:05: Additional Duties and Powers:** The Board of Directors is empowered to retain the services of professionals as needed to further the interests and activities of the entity. The Board of Directors may pay such fees for professional services as may be appropriate for those services. The approval of the board of Directors, by a 2/3 majority vote is required to retain any professional services. The board must approve professional fees/retainer prior to the engagement of the professional. This section is subject to the Conflict of Interests Policy.

**6:06: Fiscal Year:** The fiscal year of the Entity shall begin on January 1 and end on December 31 of each calendar year.

**6:07: Possible Invalidity Clause:** In the event any provision of these Articles and Bylaws shall be determined to be invalid, void or unenforceable such determination shall not render invalid, void or unenforceable any other provisions hereof, which can be given effect. No conditions or provisions of these bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same.

**6:08: Conflict of Interest Policy:** 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 herein. No contract or other transaction between the entity and one or more of its Officers or members, or between the entity and any other entity, firm, entity, or entity in which one or more of the Officers or members are directors or officers or have a material financial interest, shall be entered into by the entity, unless the fact of such relationship or interest is disclosed to the Board of Directors. The Board must approve such contract. A director must register a conflict of interest as an agenda item if one exists. That an individual having a potential conflict of interests may participate in the discussion regarding the conflict, may not a vote on that matter.

**6:09: Nondiscrimination Policy:** It shall be the policy of RCAF, Inc. that discrimination against individuals on the basis of: race, gender, age, national origin, religion, creed, political affiliation, social affiliation, sexual orientation or any protected class not specifically listed herein, shall not be tolerated.

### OFFICERS

**7:01: Officers:** At regularly scheduled meeting, the following officers were named:

President: Valerie Buchand  
Vice President: Luvesha Robinson  
Secretary: Deborah Sargent

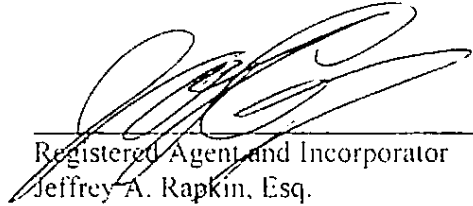
Accepted and enacted by a vote, consistent with the terms of these articles and bylaws, of the

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OFFICE OF THE CLERK  
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Officers and Members of RCAF, Inc. at a meeting of the general membership, this 22nd day of September, 2021. Attested to by the officers as currently constituted, having been elected in accordance with these articles and bylaws.

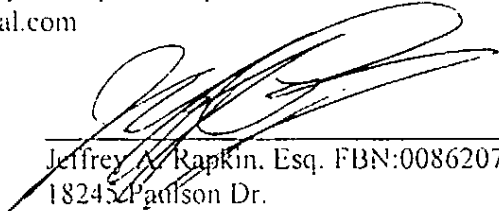
Subscribed as witnesses thereof:

Date: 10/14/2021

  
\_\_\_\_\_  
Registered Agent and Incorporator  
Jeffrey A. Rapkin, Esq.  
Attorney and Counselor at Law  
18245 Paulson Dr.  
Port Charlotte, FL 33954  
941-916-4096  
email@rapkinlegal.com

Incorporator and Registered Agent: Jeffrey A. Rapkin, Esq. 18245 Paulson Dr. Port Charlotte, FL 33954 (941) 916-4096, email@rapkinlegal.com

Date: 10/14/2021

  
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