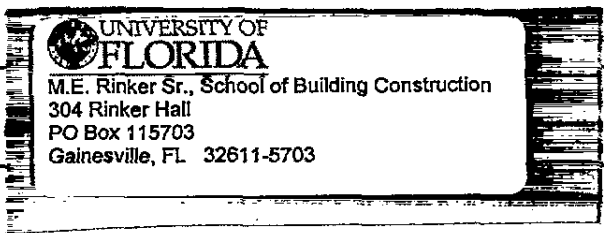


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TALLAHASSEE FLORIDA

5/19/05



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

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05 MAY 18 AM 9:55

May 6, 2005

UNIVERSITY OF FLORIDA  
ATTN: M.E. RINKER  
POST OFFICE BOX 115703  
GAINESVILLE, FL 32611-5703

SUBJECT: THE COTTON CLUB MUSEUM AND CULTURAL CENTER, INC.  
Ref. Number: W05000023154

We have received your document for THE COTTON CLUB MUSEUM AND CULTURAL CENTER, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 005A00032778

2005 MAY 18 AM 8:27  
TALLAHASSEE FLORIDA  
STATE

**ARTICLES OF INCORPORATION  
OF**

2005 MAY 18 AM 8:28

**THE COTTON CLUB MUSEUM AND CULTURAL CENTER, INC.**

STATE OF FLORIDA

**A NOT-FOR-PROFIT CORPORATION**

We, the undersigned, with other persons being desirous of forming a not-for-profit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I**

The name of the corporation shall be: THE COTTON CLUB MUSEUM AND CULTURAL CENTER, INC., referred to as "the corporation". The address of the principal office of this corporation shall be 837 SE 7<sup>th</sup> Avenue, Gainesville, Florida 32601 and the mailing address of the corporation shall be: P.O. Box 1482, Gainesville, Florida, 32602-1482.

**ARTICLE II**

Said corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

The business and objects to be carried on and promoted by it are as follows:

(a) To provide for restoration, preservation and protection of the historic building known as the "Cotton Club/Blue Note" which is listed on the Florida Master Site File-Site Inventory Form Number 8AL2296, as well as the Perryman's Grocery Store and four small houses located on Tax Parcel #: 12095-000-000 and whose legal description is:

Lots 13 and 14, Block 4, Range 1 of ROPER'S ADDITION TO THE CITY OF GAINESVILLE, according to plat recorded in Deed Book "J", page 550, of the Public Records of Alachua County, Florida, lying and being in the South 1/2 of Section 4, Township 10 South, Range 20 East.

(b) To develop, organize, and operate an archive and museum for the African-American community in Gainesville and other cities and villages in Alachua County.

(c) To promote the performing arts and other youth focused programs.

(d) To offer multigenerational educational opportunities.

(e) To develop a cultural tourism destination, incorporating the four shot-gun houses and the Perryman's Grocery Store also located on the property.

(f) To combat community deterioration, through the employment of sustainable development practices: Main Street, Green Building and Historic Preservation principles.

(g) To promote growth and development in East Gainesville.

The corporation is empowered:

(a) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain operate improvements thereon necessary or incident to the accomplishments of the purposes set forth in Article II hereof.

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the corporation's property.

(c) To do and perform all acts reasonably necessary to accomplish the purpose of the corporation.

1. CORPORATE PURPOSES: Notwithstanding any other provision of these 7 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. EXCLUSIVITY: The Corporation is organized exclusively for charitable, educational and scientific purposes.

3. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **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 of administrators) may be entitled apart from this Article.

## **ARTICLE III**

The manner in which the directors are to be elected or appointed is as stated in the bylaws.

### **INITIAL DIRECTORS AND/OR OFFICERS**

The names and addresses of the initial officers, who shall serve until successors are elected by the members at the initial meeting of the Board of Directors, are:

Vivian Filer, President and Chair	1636 SE 14 <sup>th</sup> Avenue, Gainesville, FL 32641
Phillis Filer, Secretary	2121 NE 7 <sup>th</sup> Avenue, Gainesville, FL 32641-5948
Albert White, Treasurer	6423 NW 42 <sup>nd</sup> Lane, Gainesville, FL 32606
Sonia Winters,	3623 NW 77 <sup>th</sup> Terrace, Gainesville, FL 32606
Charles J. Kibert, Ph.D., P.E.,	309 NE 5 <sup>th</sup> Avenue, Gainesville, FL 32601,
David M. Power, CSI, LEED™ A.P.	4056 Newberry Road, Gainesville, FL 32607
Dave Newport, LEED™ A.P.	2023 SW 146 <sup>th</sup> Street, Newberry, FL 32669
Ivy Bell,	320 SE 3 <sup>RD</sup> Street, Gainesville, FL 32601
Betty Taylor,	2116 NE 7 <sup>th</sup> Terrace, Gainesville, FL 32609
Robert Ayer	929 SE 9 <sup>th</sup> Avenue, Gainesville, FL 32601
G.W. Mingo, Ph.D.	146 MLK Highway, Micanopy, FL 32686

LaKay Banks 1335 SE 11<sup>th</sup> Avenue, Gainesville, FL 32641  
Retha Carswell 3001 NE 14<sup>th</sup> Street, Gainesville, FL 32609  
Polly Doughty 1017 NW 21<sup>st</sup> Terrace, Gainesville, FL 32603  
Judy Locascio 4056 Newberry Road, Gainesville, FL 32607  
Otis D. Stover, Jr. 1606 SE 28<sup>th</sup> Place, Gainesville, FL 32641

**ARTICLE IV**

The name and address of the incorporator of these Articles is: Vivian Filer, 1636 SE 14<sup>th</sup> Avenue, Gainesville, FL 32641.

**ARTICLE V**

This corporation is to exist perpetually.

**ARTICLE VI  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent is: Vivian Filer, 1636 SE 14<sup>th</sup> Avenue, Gainesville, FL 32641.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes and agree to act in this capacity.

Vivian Filer  
Vivian Filer/Registered Agent

5/11/05  
Date

**FILED**  
2005 MAY 18 AM 8:28  
TALLAHASSEE FLORIDA

**ARTICLE VII  
INCORPORATOR**

Bylaws of the corporation shall be adopted, amended and rescinded by the directors at any regular or any special meeting called for that purpose so long as they are not inconsistent with the provisions of these Articles.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 2<sup>nd</sup> day of May, 2005.

Vivian Filer  
INCORPORATOR: Vivian Filer, 1636 SE 14<sup>th</sup> Avenue, Gainesville, FL 32641

**STATE OF FLORIDA  
COUNTY OF ALACHUA**

On this 2<sup>nd</sup> day of May 2005, before me, the aforementioned officer, Vivian Filer personally appeared, the subscriber to this corporation, and known to me to be the person whose name is subscribed to the within instrument, and acknowledged that they executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereto set my hand and official seal on this 2<sup>nd</sup> day of May, 2005.

Mildred D. Jordan

Notary Public, State of Florida  
at Large



Mildred D. Jordan  
MY COMMISSION # DD138803 EXPIRES  
September 23, 2006  
BONDED THRU TROY FAIN INSURANCE, INC

My Commission Expires September 23, 2006