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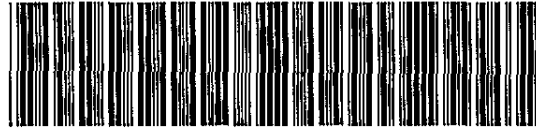
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**FILED**  
2006 FEB 24 PM 12:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



# Florida Agricultural and Mechanical University

TALLAHASSEE, FLORIDA 32307-3100

TELEPHONE: (850) 599-3591  
FAX: (850) 561-2862

OFFICE OF THE GENERAL COUNSEL

February 22, 2006

Florida Department of State  
Division of Corporations  
Corporate Filings  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation and Filing Fees for Florida Classic Consortium Corporation

Dear Sir/Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$78.75 for the filing fees and a certified copy of the Articles of Incorporation.

Please return the certified copy to me as provided below:

Elizabeth T. McBride, Esq.  
Office of the General Counsel  
Florida A & M University  
300 Lee Hall  
Tallahassee, Florida 32307

You may contact me at 850/599-3591, should you need to speak with me.

Sincerely,

Elizabeth T. McBride

Enclosure

**ARTICLES OF INCORPORATION  
OF  
FLORIDA CLASSIC CONSORTIUM CORPORATION**

**FILED**

2006 FEB 24 PM 12:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

**ARTICLE I – NAME**

The name of the Corporation is the Florida Classic Consortium Corporation (the "Corporation").

**ARTICLE II – PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The address of the Corporation's principal office is 400 Lee Hall, Florida A & M University, Tallahassee, Florida 32307.

**ARTICLE III – PURPOSES AND POWERS**

A. This corporation is organized and shall operate exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"). The primary purpose of the corporation is to organize, sponsor, manage, produce, promote and participate in the athletic contest specifically known as the Florida Classic, an intercollegiate athletic football conference contest between Florida A & M University and Bethune-Cookman College (the "Educational Institutions"); and, to solicit, raise and otherwise receive funds from sponsors and the general public and to use, contribute, disburse and dispose of such funds for the above purposes and the intercollegiate athletic programs of the Educational Institutions. The purposes of the corporation shall however, be limited in all events to exempt purposes described in Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes the corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

B. As a means and incidental to accomplishing the purposes for which this corporation is being operated, it shall have the following powers:

1. To solicit, accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, of whatever nature of description and wherever situated; and
2. To participate in and sponsor any activity designed and implemented to promote the Florida Classic; and
3. To sell, exchange, convey, lease, transfer or otherwise dispose for the purposes set forth above such funds or property, as may from time to

time be given to it by any person, persons, or corporations, or earned by it in its activities; and as may be prescribed by law; and

4. In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes set forth above or necessary or incidental to the powers as conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

- C. Notwithstanding anything herein to the contrary, this corporation may exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c) (3) of the Code and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

#### **ARTICLE IV – LIMITATIONS OF POWERS**

Notwithstanding any powers granted to the Corporation by its Articles, Bylaws, or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(a) No part of the assets, income or profits of the Corporation shall be distributed to, or inure the benefit of, its members, directors or officers or any private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended. However, the Corporation shall be authorized and empowered to pay reasonable compensation to its employees or consultants, if any, for services rendered and to make reasonable payments and distributions in furtherance of the purposes set forth herein.

(b) No part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code and directly related to the Corporation's charitable purposes.

(c) The Corporation shall not participate in or intervene, including the publication or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office.

(d) Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c) (3) of the Internal Revenue Code or by an organization, contributions in which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954, as now or hereafter amended.

Upon certification as a direct support organization by the Board of Trustees of Florida A & M University and approval by the Board of Trustees of Bethune-Cookman College, if so required, the Corporation may be authorized to use the property, facilities and personal services of the University, to receive, hold, invest or administer assets or property and to make expenditures for the benefit of the Educational Institutions..

#### **ARTICLE V – MEMBERS**

The Corporation shall have no members.

## **ARTICLE VI – BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by or under the direction of a Board of Directors. At all times, there shall be at least six (6) directors, the exact number of which shall be provided in the bylaws. The method of appointment or election of directors shall be as stated in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial directors of the Corporation are as follows:

Dr. Castell Vaughn Bryant  
400 Lee Hall  
Florida A & M University  
Tallahassee, FL 32307

Dr. Trudie Kibbe Reed  
640 Dr. Mary McLeod Bethune Blvd.  
Bethune-Cookman College  
Daytona Beach, FL 32114

Mr. Nelson Townsend  
Florida A & M University  
1500 Wahnish Way  
Tallahassee, FL 32307

Mr. Lynn Thompson  
Bethune-Cookman College  
640 Dr. Mary McLeod Bethune Blvd.  
Daytona Beach, FL 32114

Mr. Gerald Dunn  
304 Foote-Hilyer Admin. Bldg.  
Florida A & M University  
Tallahassee, FL 32307

Mr. E. Dean Montgomery  
640 Dr. Mary McLeod Bethune Blvd.  
Bethune-Cookman College  
Daytona Beach, FL 32114

## **ARTICLE VII – OFFICERS**

The Presidents of the Educational Institutions shall serve as Co-Chairs of the Corporation, and shall preside over meetings and affairs of the Corporation as provided in the Bylaws. The qualifications of any additional officers, the time and manner of electing, rotating or appointing them, the duties and the term of office, and the manner of removing officers shall be as set forth in the Bylaws.

## **ARTICLE VIII – AMENDMENTS**

The Board of Directors of the Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereafter provided by Florida law; provided, that amendment shall not become effective until approved by the Florida A & M University Board of Trustees after submission to them by the President and the Board of Trustees of Bethune-Cookman College after submission to them by the President, if so required.

## **ARTICLE IX - BYLAWS**

Bylaws, not inconsistent with law or these Articles, shall be adopted by the Board of Directors to provide for the administration of the affairs of the Corporation and the exercise of its corporate powers.

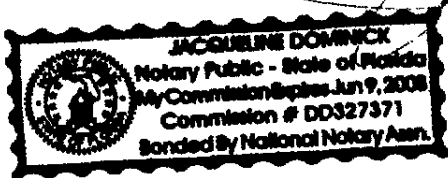
**ARTICLE X – INCORPORATORS**

The names and addresses of the incorporators for these Articles of Incorporation are:

Dr. Castell Vaughn Bryant  
Florida A & M University  
400 Lee Hall  
Tallahassee, Florida 32307

Dr. Trudie Kibbe Reed  
Bethune-Cookman College  
640 Dr. Mary McLeod Bethune Blvd.  
Daytona Beach, FL 32114

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 2nd day of February, 2006.



Castell Vaughn Bryant  
Castell Vaughn Bryant  
Trudie Kibbe Reed  
Trudie Kibbe Reed

**ARTICLE XI - DISSOLUTION**

In the event of dissolution of the Corporation, the winding up of its affairs, and after payment or making provision for payment of liabilities and obligations of the Corporation, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed equally between the Educational Institutions at the direction of the then Directors of the Corporation to Florida A & M University Board of Trustees and Bethune-Cookman College Board of Trustees, or if such organization has ceased to exist, to Florida A & M University and Bethune Cookman College, or if such organization has ceased to exist, to such other organization or organizations that are exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code as directed by the Board of Governors of the State of Florida and such entity as designated by Bethune-Cookman College.

**ARTICLE XII - INITIAL REGISTERED AGENT AND ADDRESS**

The name and the address of the initial registered agent are:

Elizabeth T. McBride, Esq.  
Florida A & M University  
300 Lee Hall  
Tallahassee, Florida 32307

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent to accept service of process for the Florida Classic Consortium, Inc., the undersigned accepts such appointment, as registered agent and agree to act in this capacity. I am familiar with and will comply with the provisions of all statutes relating to the proper and complete performance of my duties and I accept the obligations and duties of the registered agent of the Corporation.

Dated this 23<sup>rd</sup> day of February, 2006.

  
\_\_\_\_\_  
Elizabeth T. McBride