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TALLAHASSEE, FLORIDA

(yes) EW

June 30, 2012

UPDATED/REVISED ARTICLES OF INCORPORATION  
OF  
BLAND COMMUNITY FAMILIES OF ALACHUA, FLORIDA, INC.  
A FLORIDA "NOT FOR PROFIT" CORPORATION

FILED  
13 MAR 13 PM 4:12  
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TALLAHASSEE, FLORIDA

The undersigned acting as incorporator of a corporation under chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

**Article I. Name of Corporation**

The name of this Corporation is Bland Community Families of Alachua, Florida, Inc.

**Article II. Principal Office & Mailing Address**

The principal office of the corporation is located at: Bland Community Families, Inc. P. O. Box 26 Alachua, FL 32615. The mailing address of the corporation is...

Bland Community Families, Inc.  
P. O. Box 26  
Alachua, FL 32615

**Article III. Registered Agent**

The name of the registered agent is Lynn Clayton Washington. The address of the registered agent is ERR 580 N.E 59th St. Miami FL 33137.

**Article IV. Duration / Membership**

The period of duration is perpetual. The qualification for members and the manner of their admission shall be stated in the bylaws.

**Article V. Board of Directors**

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

**Article VI. Incorporators**

The name and address of the original incorporator is:

Gus Washington, Jr.  
27723 NW County Rd 241  
Alachua, FL 32615

Freeman Stroder  
Bland Rd  
Alachua, FL 32615

Josie Jones  
27723 NW County Rd 241  
Alachua, FL 32615

Kenneth L. Simmons  
2833 NE 11<sup>th</sup> Drive  
Gainesville, FL 32609

#### **Article VII. Corporate Purpose**

The purposes for which this corporation is formed are exclusively charitable and educational and consist of the following:

- A. The general purpose of this corporation shall be to support the upgrading of the Bland Community through the following:
  - To reunite families of the Bland Community
  - 1. To assist members in the search for and development of their family trees
  - 2. To promote the development of the Bland Community
  - 3. To give benevolent assistance to members of the corporation
  - 4. To make scholarships available to members of the corporation
- B. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds, and foundations organized and operated exclusively for charitable or educational purposes, *no part of the net earnings of which inures to the benefit of any private individual*, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
- C. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

#### **Article VIII. Non-Profit Status Limitations**

- A. **Corporate Purposes:** Notwithstanding any other provisions of these articles, this organization shall not carry on any other activities not permitted to carried out by a non-profit recognized by Federal and State related revenue laws.
- B. **Exclusivity:** The Corporation is organized exclusively for charitable and educational purposes.
- C. **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.
- D. **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.

- E. **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.

**Article IX. 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 or administrators) may be entitled apart from this Article.

**EXECUTION**

These Updated/Revised Articles of Incorporation are hereby executed by the incorporator on this

07<sup>th</sup> day of March, ~~2012~~ 2013 <sup>EW</sup>

Frank O. Gray SR.  
Incorporator First & Last Name

**REGISTERED AGENT'S**

**ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Bland Community Families, Inc., a Florida not for profit corporation.

Reg. Agent: M Lynn Clayton Washington Date: 2013 <sup>EW</sup>

(YES) ~~NO~~ EN

June 30, 2012

AMENDED BYLAWS  
OF  
BLAND COMMUNITY FAMILIES OF ALACHUA, FLORIDA, INC.  
A FLORIDA "NOT FOR PROFIT" CORPORATION

INTRODUCTION

These Bylaws of the Bland Community Families of Alachua, Florida, Inc. are adopted for the regulation and management of its affairs.

Article I. Membership:

A. **Members** shall be classified as follows:

1. An **active** membership requires that the member be:
  - a. born in the Bland Community
  - b. a descendent of persons born in the Bland Community
  - c. a spouse or descendent of a or b above
  - d. a resident of the Bland Community for a minimum of (5) consecutive years or who has been an associate member of the corporation for three (3) years
2. An **associate** membership shall be open to a person who does not qualify for active membership but who shows an interest in the organization and expresses a desire to participate as a member. His/her name must be submitted to the executive board by an **active** member and the membership must vote to accept the person into the corporation.
  - a. Associate members shall not vote or hold office
  - b. Associate members shall pay all activity fees and one-half the annual dues of active members.
3. **Honorary** membership may be conferred upon an **active** or **associate** member who has been a participant of the organization and who has:
  - a. Reached legal retirement age, is on a fixed income and/or is disabled due to illness or injury
  - b. Been declared 50% medically disabled (regardless of age) and cannot meet the financial obligations of the corporationAn honorary member must be approved by the executive board for such an honor. These members are entitled to the same privileges granted them prior to status.
4. **Life** membership is offered to an active member who donates a minimum of one thousand dollars (\$1,000.00) to the corporation in a lump sum. This member is entitled to the same privileges granted active members.

Article II. Meetings

**Section 1. Regular**

There shall be an annual meeting the first week-end in July. Officers and committee Chairpersons present written annual reports to the membership at the annual meeting.

## **Section 2. Special**

Special meetings may be called by the president, vice-president, or the executive board or upon written request to the executive board. Such request must bear the signatures of ten (10) active members of the corporation via electronic communication, fax, or in writing.

## **Section 3. Executive board**

There shall be quarterly meetings of the executive board to be held in September, December, March and June.

## **Section 4. Standing Committee**

Standing committees meet at the discretion of the chairperson or the president.

## **Article III. Officers and Election of Officers**

### **Section 1. Titles**

- a. The officers of this corporation shall be: President; Vice-President; Secretary; Corresponding Secretary; Treasurer; Financial Secretary; Chaplain; Parliamentarian and Sergeant-at-arms. The length of the term of all officers is two (2) years. Officers shall be elected at the annual meeting and shall assume their duties at the close of the weekend of activities of the year in which they are elected. *Officers must be active members of this corporation.*
- b. The President, with the approval of the Executive Board, shall appoint such other officers as may be necessary to conduct the business of the organization
- c. Officers shall perform duties usually delegated to such offices: i.e., Vice-president serves as Program Chairperson.
- d. No officer shall exceed two consecutive terms in any one office, or a total of six years on the executive Board. However, officers may serve additional terms, with approval of the executive board, if there is no other qualified member available to serve.

### **Section 2. Vacancies**

The Vice-President fills vacancy of President: Other offices are filled by appointment of the Executive Board until the next election.

### **Section 3. Terms**

Terms of office are staggered so that all officers and Executive Board do not end their terms at the same time. The President and Vice-president are elected in odd numbered years; all other officers are elected in even numbered years.

### **Section 4. Duties**

The duties of the officers shall be as follows:

- a. The President shall be the Executive Officer and shall administer all business of the organization as provided by the Bylaws. The President shall be ex-officio member of all committees except the Nominating Committee.
- b. The Vice-President shall perform the duties of the President in the President's absence and shall be chairperson of the Program Committee.

- c. The Secretary shall take notes needed to prepare minutes of all Executive Board meetings, the Annual Meeting of the organization, and any other meetings designated by the President. A copy of the minutes should be sent to the President within two weeks after the meeting.
- d. The "Corresponding" Secretary shall be responsible for all correspondences of the organization, reads correspondences at meetings, and maintain a log and notebook of correspondence which is to be available at each meeting.
- e. The Treasurer shall be the custodian of the funds of this organization and shall be bonded in an amount specified in the policies and procedures. The Treasurer makes deposits and pays the organization's bills and shall be a member of the Finance Committee.
- f. The "Financial Secretary" shall maintain a membership directory and accept the payment of member's dues and shall turn over such payments to the Treasurer and obtain a receipt for such payments turned over.
- g. The Chaplain shall be responsible for invocations and benedictions at openings and closings of meetings and other events.
- h. The Parliamentarian serves as adviser to the president in all matters pertaining to the rules of conduct contained in the articles of incorporation or organization, constitution, bylaws, rules of order and standing rules. It is very important that the parliamentarian be well acquainted with these rules.
- i. Sergeant-at-arms shall assist in preserving order during business meetings.
- j. Each officer shall provide a written report, including financial information, at each Executive Board meeting and a comprehensive written report at each annual meeting.

The names and addresses of **charter** officers of the corporation and subscribers of the charter are as follows:

Mr. Gus Washington, Jr., President  
Rte. 1, Box 34  
Alachua, Florida 32615

Mrs. Josie Jones, Secretary  
2112 S. E. 3<sup>rd</sup> Place  
Gainesville, Florida 32601

*Deceased*

Mr. Freeman Stroder, Vice-President  
3705 Shadowlawn Street  
Tampa, Florida

Mr. Kenneth L. Simmons, Treasurer  
2833 N. E. 11<sup>th</sup> Drive  
Gainesville, Florida 32601

*The Registered Office of this Corporation shall be:*

Bland Community Families, Inc.  
P. O. Box 26  
Alachua, Florida 32615

#### Article IV. Committees

##### **Section 1. Executive Board**

The executive Board shall consist of the elected officers, the committee chairpersons and others appointed from the membership by the president: The Executive Board shall transact the business of the organization between regular (annual) meetings.

##### **Section 2. Standing Committees**

- a. The Standing Committees shall be: Bylaws, Finance, Program and Fundraising, Scholarship, and Benevolent Committees.

- b. The term of office shall be two years. A member may be re-appointed or re-elected for a second term.
- c. Each standing committee shall present a written report to the business meetings of the Executive Board and a comprehensive written annual report to the membership at the regular meeting.
- d. Each committee prepares policies, for Executive Board approval, regarding its area of responsibility.

### **Section 3. Bylaws Committee**

- a. The Bylaws Committee shall submit amendments to Bland Community Families Bylaws in accordance with Article VIII.
- b. This committee shall consider, edit and/or correlate such amendments as it may originate and as are referred to it.
- c. The Bylaws Committee shall consist of a Chairperson and at least two other members all of which shall be appointed by the president.

### **Section 4. Finance Committee**

- a. The Finance Committee shall be responsible for preparing the annual budget.
- b. The Finance Committee shall consist of appointed members, the Financial Secretary, and the Treasurer.

### **Section 5. Program Committee**

- a. The Program Committee shall be responsible for the annual fellowship service and any other programs of the organization.
- b. The Vice President shall serve as Chair of the Program Committee which also shall consist of at least three appointed members.

### **Section 6. Fundraising Committee**

- a. The Fundraising Committee shall be responsible for planning and coordinating special projects necessary to secure adequate funds for the functioning of the organization.
- b. The Fundraising Committee shall consist of a Chairperson and at least six appointed members.

### **Section 7. Scholarship Committee**

- a. The Scholarship Committee shall prepare and gain executive board approval for selection criteria, select qualified person(s) to receive scholarship(s) to aid in covering the costs of the recipient(s) his/her college education.
- b. The Scholarship Committee shall consist of at least three appointed members.

### **Section 8. Benevolent Committee**

The Benevolent Committee shall be responsible for the organization providing charitable gifts in the form of flowers, cards, or finances to disabled or bereaved members.



### **Section 9. Special Committees to be appointed by the President**

- a. Family Histories Book
- b. Banquet
- c. Cook Out
- d. Others as needed
- e. Nominating Committee:
  - 1) The Nominating Committee shall secure the consent to serve, prepare a slate of officers and send it to the Executive Board at the quarterly meetings prior to the regular annual membership meeting.
  - 2) The Nominating Committee shall consist of at least three consenting active members.
  - 3) The Nominating Committee members shall not be eligible for any elected office of the current ballot.
- f. Audit Committee:
  - 1) The Audit Committee shall consist of three appointed members.
  - 2) This committee shall audit the Treasurer's books at the close of the corporation's fiscal year and provide a report at the annual meeting.

Special Committee members to be appointed by the President.

### **Article V. Finance**

#### **Section 1. Assets**

All assets of the organization shall become assets of the corporation when the charter is granted.

#### **Section 2. Membership Dues and Assessments**

This corporation shall require membership dues and activity fees.

- 1. Annual membership dues, as set by the Executive board, shall be payable to the financial secretary by June 1 each year.
- 2. Annual activity fees shall vary based on the number of activities planned. Activity fees shall be payable to the financial secretary by June 1 each year.

#### **Section 3. Membership year and status**

- 1. The membership year shall begin on July 1 and end on June 30.
- 2. Following the first year of membership, members are designated as active or inactive.
  - a. Active member – Pays annual membership dues and activity fees by the designated deadline date
  - b. Inactive member – One who has been dropped from active status, either automatically or by request of the member, due to non-payment of annual membership dues and activity fees by the designated deadline date.
    - 1. Inactive by Request. Provided with executive board approval – when a member submits to the executive board, a written request to be placed on inactive status. When granted, the member...
      - a. Shall be excused from all financial responsibilities and membership privileges, and
      - b. Reinstatement requires payment of a reinstatement fee, current annual membership dues, and activity fees by the designated deadline date.

2. Automatically Inactive – Occurs when member does not submit written notice to executive board requesting inactive status or has not paid membership dues and activity fees by the designated deadline specified in the policies and procedures.
  - a. Member will be notified by mail of the change in status and requirements for reinstatement to active status.
  - b. For reinstatement to active status the member must: pay a reinstatement fee as specified in the policies and procedures plus the annual membership dues and activity fees for the reinstatement year by the designated deadline date.

#### Article VI. Quorum

##### **Section 1. Membership**

A quorum at a business meeting shall consist of three officers and ten members.

##### **Section 2. Executive Board**

A quorum of the Executive Board shall consist of one-third (1/3) of Executive Board members.

#### Article VII. Parliamentary Authority

The rules contained in Roberts Rules of Order Newly Revised shall govern this organization in all cases in which they are not inconsistent with BCF Bylaws.

#### Article VIII. Amendments

##### **Section 1. Amendments With Notice**

These Bylaws may be amended by a three-fourth (3/4) vote of the organization members present and voting at any scheduled meeting. Proposed amendments shall be in the hands of the By-Laws committee at least 90 days prior to the date of the next regularly scheduled corporate meeting. The by-laws committee shall provide the proposed amendment to the membership at least 60 days prior to the next regularly scheduled corporate meeting for comment. All comments on the proposed amendments must be provided back to the Bylaws Committee within 15 days to facilitate their providing a final draft of proposed amendments to the Secretary at least one month before the date of the meeting.

##### **Section 2. Amendments Without Notice**

These Bylaws may be amended by unanimous vote of the members present and voting at any regularly scheduled meeting without previous notice.

#### Article IX. Dissolution

##### **Section 1. Organization Dissolution**

A resolution for the dissolution of the organization shall be signed by a majority of active members entitled to vote and shall be presented at a regular meeting. The officers shall notify the members and call a special meeting for the purpose of considering and acting upon such resolution. If three-fourth (3/4) of those members present and voting shall vote for the dissolution, the officers shall take the necessary steps to conclude the affairs of the organization in accordance with statutory requirements existing at the date such action is taken, after payment for making provisions for payment of all debts and liabilities incurred by the organization. The officers shall dispose of all assets of the organization to the United Negro College Fund, the local chapter of the NAACP, or to another Charitable Organization selected by a majority vote of the Board of Directors (quorum is required). The recipient organization

shall at the time, show evidence they are qualified as exempt under section 501-(c)-(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Revenue law) by presentation of their IRS determination letter.

We the undersigned, being subscribers of this Florida nonprofit Corporation have executed these Amended by-Laws of the Bland Community Families of Alachua, Florida, Inc. on this 7 day of March, A.D. 2012. <sup>gml</sup>

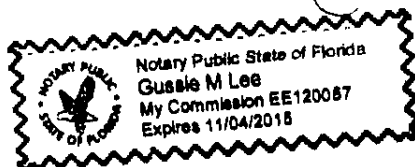
Frank O. Gray, Sr.  
FRANK O. GRAY, SR. PRESIDENT

Kimbley D. Standifer  
KIMBLEY D. STANDIFER VICE PRESIDENT

Torrey C. Lee  
TORREY C. LEE TREASURER

Collette R. Gardner  
COLLETTE R. GARDNER SECRETARY

STATE OF FLORIDA  
COUNTY OF ALACHUA



<sup>gml</sup>  
~~13~~ The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of March, 2012, on behalf of the Bland Community Families, Inc. of Alachua, Florida, a not for Profit Corporation.

Guslie M. Lee  
Notary Public