

SHELL, FLEMING, DAVIS & MENGE  
ATTORNEYS AT LAW

BRADEN K. BALL, JR.  
ROLLIN D. DAVIS, JR.  
Board Certified Real Estate Lawyer  
MAUREEN DUIGNAN  
Board Certified Criminal Trial Lawyer  
Also Licensed In New York  
FLETCHER FLEMING  
MILLARD L. FRETLAND  
THOMAS J. GILLIAM, JR.  
PAUL W. GROOM II  
CHARLES L. HOFFMAN, JR.  
DANNY L. KEPNER  
Board Certified Civil Trial Lawyer  
M. J. MENGE  
ROBERT C. PALMER, III  
Board Certified Civil Trial Lawyer  
STEPHEN B. SHELL  
Board Certified Real Estate Lawyer  
THURSTON A. SHELL  
JOHN B. TRAWICK  
SUSAN A. WOOLF

PAUL W. GROOM II  
TELEPHONE • (850) 434-2411 ext. 110  
FACSIMILE • (850) 435-1074  
E-MAIL • PGROOM@SHELLFLEMING-LAW.COM

226 PALAFOX PLACE  
NINTH FLOOR, SEVILLE TOWER  
PENSACOLA, FLORIDA 32501

MAIL TO:  
POST OFFICE BOX 1831  
PENSACOLA, FLORIDA 32598-1831

February 15, 2001

NOI 0000001250

500003745705--3  
-02/21/01--01088--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Corporate Records Bureau  
Division of Corporations  
Department of State  
Tallahassee, Florida 32301

RE: Booker T. Washington High School Classes of the 60s Alumni Association, Inc.,  
A Florida Not For Profit

Dear Ladies and Gentlemen:

Enclosed please find original and one copy of the Articles of Incorporation for the above corporation. I would appreciate your filing the original Articles and returning a certified copy to me in the enclosed pre-addressed, self-stamped envelope. Our check in the amount of \$78.75 for the required filing fee is enclosed.

If you have any questions or comments, please give me a call. Thank you.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE

  
Paul W. Groom, II

FILED

01 FEB 21 PM 3:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PWGII/cap  
Enclosures  
G208.00000

Feb  
2/21

(7)

**ARTICLES OF INCORPORATION  
OF  
BOOKER T. WASHINGTON HIGH SCHOOL  
CLASSES OF THE 60s ALUMNI ASSOCIATION, INC.,**

**A FLORIDA CORPORATION NOT FOR PROFIT**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

**ARTICLE 1. Name and Address.** The name of the Corporation is: Booker T. Washington High School Classes of the 60s Alumni Association, Inc. The street address of the initial principal office of the Corporation shall be 1240 Palisade Circle, Pensacola, Florida 32504, and the initial principal mailing address of the Corporation shall be P.O. Box 2123, Pensacola, Florida 32513.

**ARTICLE 2. Not For Profit.** The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

**ARTICLE 3. Duration.** The duration of the Corporation is perpetual.

**ARTICLE 4. Purposes.** The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To provide civic and charitable work and services in and around the city of Pensacola, Florida.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE 5. Limitation.** No part of the net earnings of the Corporation shall

FILED  
01 FEB 21 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

inure to the benefit of or be distributable to its Members, Directors or Officers, but 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 in Article 4 (Purposes) hereof.

**ARTICLE 6. Members.** The Corporation shall have Voting Members, who shall have all the rights and privileges of members of the Corporation. Every person who attended Booker T. Washington High School in Pensacola, Florida at any time between August, 1959 and May, 1970 shall be entitled to hold membership in the corporation under the terms and conditions set forth in the Bylaws of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

	<u>Name</u>	<u>Address</u>
a.	Sherlean Amerson	1240 Palisade Circle, Pensacola, Florida 32504
b.	Nathaniel F. Baker, Sr.	1022 Hawthorne Drive, Pensacola, Florida 32507
c.	Ada Richard	211 Hart Drive, Pensacola, Florida 32503
d.	James Moultry	300 Fernpoint Lane, Pensacola, Florida 32505
e.	Brenda Daniels	105 Southern Street, Pensacola, Florida 32503
f.	Victor Smith	7228 Rampart Way, Pensacola, Florida 32505
g.	Rynita McCrea	1011 North "J" Street, Pensacola, Florida 32501

**ARTICLE 7. Initial Registered Office and Agent.** The street address of the initial Registered Office of the Corporation is Shell, Fleming, Davis & Menge, P.A., 226 Palafox Place, 9th Floor – Seville Tower, Pensacola, Florida 32501, and the name of its initial Registered Agent at that address is Paul W. Groom II.

**ARTICLE 8. Initial Board of Directors.** The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is seven. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Voting Members shall elect the Directors at an annual meeting of Voting Members. The

Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

	<u>Name</u>	<u>Address</u>
a.	Sherlean Amerson	1240 Palisade Circle, Pensacola, Florida 32504
b.	Nathaniel F. Baker, Sr.	1022 Hawthorne Drive, Pensacola, Florida 32507
c.	Ada Richard	211 Hart Drive, Pensacola, Florida 32503
d.	James Moultry	300 Fernpoint Lane, Pensacola, Florida 32505
e.	Brenda Daniels	105 Southern Street, Pensacola, Florida 32503
f.	Victor Smith	7228 Rampart Way, Pensacola, Florida 32505
g.	Rynita McCrea	1011 North "J" Street, Pensacola, Florida 32501

**ARTICLE 9. Officers.** The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (any may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Sherlean Amerson	1240 Palisade Circle Pensacola, FL 32504
Vice-President	Nathaniel F. Baker, Sr.	1022 Hawthorne Drive Pensacola, FL 32507
Secretary	Ada Richard	211 Hart Drive Pensacola, FL 32503
Corresponding Secretary	Victor Smith	7228 Rampart Way Pensacola, FL 32505
Treasurer	James Moultry	300 Fernpoint Lane Pensacola, FL 32505

**ARTICLE 10. Incorporators.** The name and address of each Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Sherlean Amerson	1240 Palisade Circle, Pensacola, FL 32504

**ARTICLE 11. Indemnification.** The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

**ARTICLE 12. Bylaws.** The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 607.081, Florida Statutes (2000), as amended from time to time, shall govern the Bylaws.

**ARTICLE 13. Amendment.** The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

**ARTICLE 14. Non-stock Basis.** The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 13<sup>th</sup> day of February, 2001.

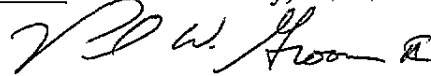
  
SHERLEAN AMERSON

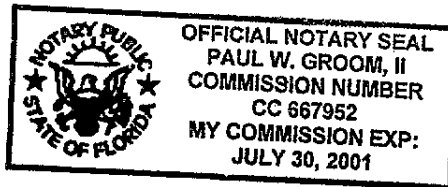
STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME personally appeared Sherlean Amerson, who produced a Florida Driver's License as identification, and who executed the forgoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 13<sup>th</sup> day of February, 2001.



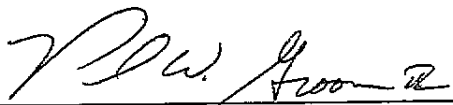


Notary Public - State of Florida  
Printed Name: Paul W. Groom II  
My commission expires: 7/30/01

**ACCEPTANCE BY REGISTERED AGENT**

**THE UNDERSIGNED HEREBY** accepts the appointment as Registered Agent of Booker T. Washington High School Classes of the 60's Alumni Association, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 13<sup>th</sup> day of February, 2001.

  
\_\_\_\_\_  
Paul W. Groom II, Registered Agent

FILED  
01 FEB 21 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA