

TRANSMITTAL LETTER

0001000001798

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

SUBJECT: BLACK ENTREPRENEUR TRAINING INSTITUTE AND MANAGEMENT
(Proposed corporate name - must include suffix) ASSOCIATION, INC

100003853041--5
-03/15/01--01001--002
****177.50 *****87.50

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

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

☐ \$78.75 Filing Fee & Certified Copy
☒ \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: MARILYN Bishop
Name (Printed or typed)
13300 BACK BEACH ROAD
Address
PANAMA CITY BEACH, FL 32407
City, State & Zip
(850) 234-7978
Daytime Telephone number

01 MAR 14 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

01 MAR 14 PM 3:18
RECEIVED
DIVISION OF CORPORATION

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

5/14/01

NON-PROFIT CORPORATION

**Articles of Incorporation
of**

**BLACK ENTREPRENEUR TRAINING INSTITUTE AND
MANAGEMENT ASSOCIATION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR 14 PM 3:33

APPROVED
AND
FILED

The undersigned, a natural person of the age of eighteen (18) years or more, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, does hereby adopt the following Articles of incorporation:

ARTICLE ONE

The name of this corporation is BLACK ENTREPRENEUR TRAINING INSTITUTE AND MANAGEMENT ASSOCIATION, INC. The principal place of business of this corporation shall be 13300 Back Beach Road, Panama City Beach FL 32407. The registered agent for the corporation is REV. MARKUS BISHOP, whose address is located at 13300 Back Beach Road, Panama City Beach, Fulton County, Florida 32407.

ARTICLE TWO

The period of duration of this corporation is perpetual unless dissolved according to law.

ARTICLE THREE

The specific purposes for which the corporation is organized are as follows:

BLACK ENTREPRENEUR TRAINING INSTITUTE AND MANAGEMENT ASSOCIATION, INC. (BETIMAE) is a newly-formed organization located in an area of the city with a high degree of poverty. BETIMAE's primary purpose is to lessen the suffering of the poor by helping them to achieve lasting prosperity. BETIMAE will conduct the following activities in space donated rent-free by the WCCI Community Center:

Educational Programs. BETIMAE will hold regular instructional classes. These classes will teach enrollees how to start, promote, maintain, and operate a small business. Trained instructors will teach the classes. Financial assistance in the form of scholarships will be made available to enrollees as funds permit. BETIMAE will publicize the classes by circulating fliers throughout the community. BETIMAE will hold tutorial classes for children after school to assist them in succeeding in their own business and to develop a business mindset and acumen.

Credit and Debt Counseling. BETIMAE plans to establish a group of entrepreneur business graduates from its school to counsel and assist community members on how to get out of debt permanently.

Youth Programs. BETIMAE plans to counsel and assist youth in the community through drug, job counseling, and recreational programs.

Future Programs. Other programs will be added as funding becomes available.

ARTICLE FOUR

The qualifications for members and the manner of their admission are: pursuant to Florida Statutes, the corporation hereby elects to have no members. Any action which would otherwise require a vote of members shall require only a vote of the members of the Board of Directors, and no meeting or vote of members shall be required for this Corporation, any provision of the Certificate of Incorporation of this Corporation or the Bylaws of the corporation to the contrary notwithstanding.

ARTICLE FIVE

Directors shall be elected in the manner set out in the Bylaws of the corporation. The number constituting the initial Board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve initially are:

Rev. Markus Bishop	13300 Back Beach Road Panama City Beach FL 32407
--------------------	---

Rev. Scarlett Bishop	13300 Back Beach Road Panama City Beach FL 32407
----------------------	---

David Epstein	13300 Back Beach Road Panama City Beach FL 32407
---------------	---

ARTICLE SIX

Section 6.01. This corporation is a not-for-profit corporation and is not organized for the private gain of any person. The corporation is organized on a non-stock basis. The Corporation is organized exclusively for charitable, scientific, and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). These activities shall include but not be limited to acquiring, by grants, gifts, and donations, funds to be donated to other charitable entities as defined in Section 501 (c)(3).

Section 6.02. Notwithstanding any other provision of these articles of incorporation:

- a) The property of the Corporation is irrevocably dedicated to nonprofit purposes. No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- b) Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended, as the Board of Directors in its sole discretion shall determine.
- c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- d) In furtherance of its nonprofit tax-exempt purposes, the Corporation shall have the following powers and authority:
 - (1) To do all acts, perform all functions, and carry on all activities permitted by the nonprofit corporation laws of the State of Florida, or of any other State in which the Corporation is qualified to act.

- (2) To have and exercise all powers and rights enjoyed by corporations generally in the State of Florida, and in any State in which the Corporation is qualified to act, as long as the exercise of such powers is not specifically prohibited for nonprofit corporations.
- (3) To use all media, whether now known or hereafter discovered, including but not limited to, print, television, and radio.
- (4) To exercise such incidental powers as may reasonably be necessary to carry out the purposes for which the Corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as a nonprofit organization as set forth in Section 501(c)(3) of the Code.
- (5) Notwithstanding any other provisions of the Articles of Incorporation or the Bylaws, the Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the nonprofit purposes of the Corporation, and the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or under the corresponding section of any future United States revenue law; or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Code, or the corresponding section of any future United States revenue law.

ARTICLE SEVEN

Initial Registered Office and Agent. The street address of the initial registered office of the 13300 Back Beach Road, Panama City Beach FL 32407, and the name of its initial registered agent is Rev. MARKUS BISHOP.

The name and address of each incorporator is:

Rev. MARKUS BISHOP	13300 Back Beach Road Panama City Beach FL 32407
--------------------	---

ARTICLE EIGHT

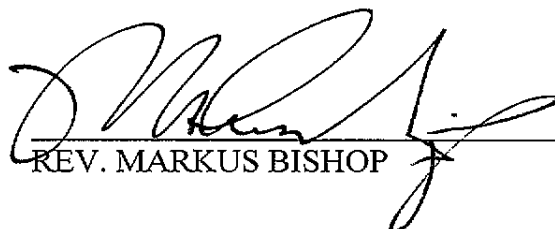
Section 8.01. Indemnification of Directors and Officers. Each Director and each officer or former Director or officer of the Corporation may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against

him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

Section 8.02. Limitation on Scope of Liability. No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the corporation, except and only for the following:

- a) A breach of the Director's duty of loyalty to the Corporation;
- b) An act or omission not in good faith by the Director or an act or omission that involves intentional misconduct or knowing violation of the law by the Director;
- c) A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- d) An act or omission by the Director for which liability is expressly provided by statute.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of February, 1999.



REV. MARKUS BISHOP

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

⇒ 1. The name of the corporation is:

BLACK ENTREPRENEUR TRAINING
INSTITUTE AND MANAGEMENT ASSOCIATION, INC

2. The name and address of the registered agent and office is:

MARKUS BISHOP
(NAME)

13300 BACK BEACH ROAD
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

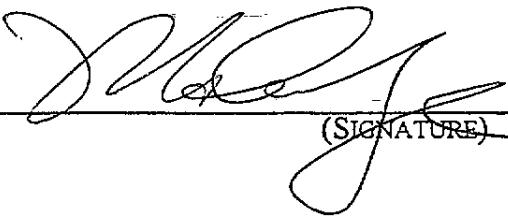
PANAMA CITY BEACH, FL 32407
(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR 14 PM 3:31

APPROVED
AND
FILED

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

03/14/01
(DATE)