

TRANSMITTAL LETTER

NO1000003326

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

FILED
01 MAY 11 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Steele - Brooks Institute, INC.
(Proposed corporate name - must include suffix)

10000421331--5
-05/14/01--01002--002
*****87.50 *****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

☒ \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Eddie Kilpatrick, Jr.
Name (Printed or typed)

2200 Bourgogne Drive
Address

Tallahassee, FL 32308
City, State & Zip

933-7060
Daytime Telephone number

RECEIVED
01 MAY 11 PM 3:18
DIVISION OF CORPORATION

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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
THE STEELE-BROOKS INSTITUTE, *INCORPORATED*

ARTICLE I

The name of this corporation is The Steele-Brooks Institute, Incorporated. This nonprofit corporation is organized for general purposes, pursuant to the Florida Corporations Not For Profit Laws as set forth in Chapter 617, Florida Statutes, and shall have perpetual existence. The corporation shall commence existence on the date the Articles are filed with the Secretary of State.

ARTICLE II

The location and mailing address of the principal office of the corporation is 2200 Bourgogne Drive, Tallahassee, Florida 32308.

ARTICLE III

The purposes for which this corporation is organized are

- (a) To operate in a manner supportive of charitable, religious, social and educational efforts consistent with the criteria to qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or for any corresponding purposes of any future Revenue laws, including laws for private foundations.
- (b) To identify and advocate for key issues that are relevant to Black Americans and other ethnic minorities who are denied equal distribution of governmental, educational and vocational resources.
- (c) To operate as a clearinghouse for information and service availability.
- (d) To move ethnic minorities from a posture of reaction to policy decisions to a more proactive stance.
- (e) To collaborate with civic, social, governmental or other organizations which seek to empower those at the bottom of the socio-economic ladder.
- (f) To receive, invest and disburse funds and to hold property for lawful purposes of the corporation.

ARTICLE IV

The number of Directors of the Steele-Brooks Institute shall be not more the twenty (20) nor less than seven (7). The manner in which the Directors are elected or appointed shall be set forth in the By-laws of the Corporation which are to be adopted at the initial meeting of the Board of Directors.

Any director or the entire Board of Directors may be removed by the membership by a vote of the majority of the members, with or without cause, at a regular or special membership meeting called for that purpose.

The names and address of the incorporators of the corporation are:

Eddie Kilpatrick, Jr.
2200 Bourgogne Drive
Tallahassee, Florida 32308

Dr. Richard Mashburn, Jr.
420 Gaither Drive
Tallahassee, Florida 32310

ARTICLE V

The names and address of the official registered agent of the corporation is John E. Hale, 5531 Pedrick Plantation Circle, Tallahassee, Florida 32311.

ARTICLE VI

The names and addresses of the initial Board of Directors are:

Eddie Kilpatrick, Jr.
2200 Bourgogne Drive
Tallahassee, Florida 32308

Dr. Richard Mashburn, Jr.
420 Gaither Drive
Tallahassee, Florida 32310

Dr. Osiefield Anderson
3839 West Shamrock
Tallahassee, Florida 32308

ARTICLE VII

In all events and under any circumstances, notwithstanding merger, consolidation, reorganization termination, dissolution, winding up of this corporation, voluntarily or involuntarily, or by operation of law, or upon amendment of the Articles of Incorporation the following shall apply:

1. No part of the assets or net earnings of the corporation shall inure to the benefit of or be distributed to its incorporators, directors, officers or other private persons having a personal or private interest in the corporation, other than reimbursement for reasonable expenses rendered by any person employed by the corporation or any person rendering services to the corporation and provided such expenses were incurred in the furtherance of the purposes as set forth in Article III above.

ARTICLE VIII

Subject to such express restrictions and conditions as set forth herein or otherwise applicable under any state or federal law or regulation, the By-laws may be altered, amended, rescinded, adopted or added to by appropriate action of the Directors of the corporation at a meeting of the Directors and in a time and manner as provided by the By-laws.

ARTICLE IX

Subject to such express restrictions and conditions as set forth herein or otherwise applicable under any federal or state law or regulation, any amendment to the Articles of incorporation shall be proposed voted on and adopted by resolution at the time and in the manner provided for in the By-laws at an annual, regular or special meeting of the Directors and the resolution adopted shall be transmitted to the Secretary of State as provided in Chapter 617, Florida Statutes.

ARTICLE X

In the event of the disposition of any of the surplus or abandoned property of the corporation, or upon dissolution, voluntarily or otherwise, the assets of the corporation shall not inure to the benefit of any member or individual, but shall be transferred to one or more of the exempt organizations as described in Section 501 (c) (3) or 170 (c) (2) of the Internal Revenue Code of 1986 (or any corresponding provisions of any future Internal Revenue Law) and which shall have as its primary purpose the same responsibilities as specified in Article III thereof or as may be performed by the Board of Directors of the corporation in furtherance of such responsibilities.

ARTICLE XI

Each officer, director employee and agent of the corporation shall be entitled to indemnification by virtue of their acts on behalf of the corporation and to the full extent provided in section 607.080 and section 671.02, Florida Statutes as amended from time to time.

IN WITNESS WHEREOF, the undersigned being the incorporators herein above named, for the purpose of forming a corporation pursuant to the Corporation Not For Profit Statutes, Chapter 617, State of Florida, does make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and hereunto set their hand and seals this 10th day of May, 2001.

I accept my position as registered agent.

John E. Hale
Registered Agent John E. Hale

May 10, 2001
Date

Eddie Kilpatrick, Jr.
Incorporator
Eddie Kilpatrick, Jr.

May 10, 2001
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA