

NO10000006726

**ALLBRITTON AND GANT**

ATTORNEYS AND COUNSELORS AT LAW

JOHN LEWIS ALLBRITTON  
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\*FLORIDA & ALABAMA BAR

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September 12, 2001

Secretary of State  
State of Florida  
Tallahassee, Florida 32301

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-09/18/01--01014--010  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

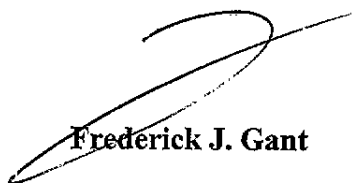
**Re: National Black Athlete Hall of Fame and Museum, Inc.**

Dear Madam/Sir:

Enclosed please find the Articles of Incorporation and my trust check in the amount of \$122.50. Please file said Articles and please return to my office.

If you have any questions, please contact me.

Sincerely,



Frederick J. Gant

FJG/tlr  
Enclosures

FILED  
01 SEP 17 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

7/9/01  
19/21/01

FILED

**ARTICLES OF INCORPORATION**

01 SEP 17 PM 12:02

**OF THE**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**National Black Athlete Hall of Fame and Museum, Inc.**

**A FLORIDA NON PROFIT CORPORATION**

**ARTICLE ONE. NAME**

The name of the corporation is **National Black Athlete Hall of Fame and Museum, Inc.**

**ARTICLE TWO. STATEMENT OF CORPORATE NATURE**

This is a non-profit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Chapter 617 of the Florida Statutes.

**ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is to act as a not-for-profit educational institution dedicated to fostering an appreciation of the historical development of the black athletes and their impact on the United States national pride and our culture by collecting, preserving, exhibiting and interpreting its collections for a global audience as well as honoring those who have made outstanding contributions to our National Sporting Events. The general purpose for which this corporation is formed are to operate exclusively for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding

provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

#### **ARTICLE FOUR. TERM**

This corporation shall have a perpetual existence.

#### **ARTICLE FIVE. SUBSCRIBER**

The names and residence addresses of the subscribers of this corporation are as follows:

1. Eugene Franklin, 945 West Michigan Avenue, Suite 12-B,  
Pensacola, Florida 32505.

**ARTICLE SIXTH. LOCATION OF  
PRINCIPAL OFFICE AND IDENTIFICATION  
OF REGISTERED AGENT**

The County in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is the 945 West Michigan Avenue, Ste. 12-B, Pensacola, Escambia County, Florida 32505.

The name and address of this corporation's registered agent is Eugene Franklin; and his mailing address is 945 West Michigan Avenue, Suite 12-B, Pensacola, Escambia County, Florida.

**ARTICLE SEVEN. MANAGEMENT OF  
CORPORATE AFFAIRS**

Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. Such officers and directors shall be elected at the first annual meeting of the corporation such election shall be conducted as provided for in the Bylaws.

**ARTICLE EIGHT. BYLAWS**

Subject to the limitations contained in the bylaws, and any limitations set forth in the corporations Not For Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the

bylaws.

#### **ARTICLE NINE. DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual, except that 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 Three hereof.

#### **ARTICLE TEN. DISTRIBUTION OF**

##### **ASSETS**


Upon the dissolution up of this corporation, assets shall be distributed for one or more exempt purposes withing the meaning of section Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is located.

#### **ARTICLE ELEVEN. AMENDMENT OF ARTICLES**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by the vote of 3/4 of a quorum of members of the corporation.

**ARTICLE TWELVE. INCORPORATOR**

I, the undersigned, being the incorporator of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these articles of incorporation on this 11th day of September, 2001.

  
EUGENE FRANKLIN, PRESIDENT

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared EUGENE FRANKLIN, to me well known and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the foregoing Articles for the purposes therein stated.

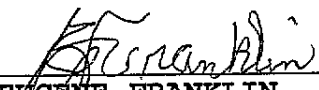
WITNESS my hand and seal on this 11th day of September, 2001.



  
NOTARY PUBLIC  
My Commission Expires:

**ACCEPTANCE OF APPOINTMENT**  
**AS REGISTERED AGENT**

I, **EUGENE FRANKLIN**, hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation, National Black Athlete Hall of Fame and Museum, Inc.

  
**EUGENE FRANKLIN**  
945 West Michigan Avenue  
Suite 12-B  
Pensacola, Florida 32505  
850-469-9191  
Mailing Address: same as above

THIS INSTRUMENT PREPARED BY:

FREDERICK JEROME GANT, ESQUIRE  
ALLBRITTON & GANT, P.A.  
Attorneys at Law  
322 West Cervantes Street  
Pensacola, Florida 32501  
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