

NO3000009676

Henry C. Hunter

(Requestor's Name)

Hunter & Associates P.A.

(Address)

219 East Virginia Street

(Address)

Tallahassee, Florida 32301 850-932-9343

(City/State/Zip/Phone #)

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Martin Luther King, Jr. Holiday  
and Legacy Association, Inc.

(Business Entity Name)

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**ARTICLES OF INCORPORATION  
OF  
MARTIN LUTHER KING, JR. HOLIDAY & LEGACY ASSOCIATION, INC.**

**ARTICLE I  
NAME AND AFFILIATION**

The name and address of this principal corporation is Martin Luther King, Jr. Holiday and Legacy Association, Inc.

**ARTICLE II**

The principal place of business shall be 3235 16<sup>th</sup> Avenue South, St. Petersburg, Florida 33712.

**ARTICLE III  
NATURE AND PURPOSE**

The corporation is organized pursuant to the **FLORIDA** Nonprofit Corporation Code. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The corporation is organized under the Nonprofit Public Benefit Corporation Law for, charitable and educational purposes to enhance the public of the comprehensive work and legacy Dr. Martin Luther King, Jr. and the preservation of American Art Forms uniquely developed and institutionalized by African American Master Band Directors and musicians at historically predominate African American colleges, universities and training schools. The programs will consist of but shall not be limited to : Assisting in the matriculation of students to the collegiate ranks, King Commemorative Activities, Conflict Resolution, Job Training, Job Placement, Employment, Literacy, Counseling, Temporary Shelter, Teen Pregnancy, Substance Abuse Awareness and Prevention, Tutoring, AIDS, providing economical and educational seminars and other programs to aid those in need.

**ARTICLE IV  
FUNCTION**

- A. This corporation is organized and operated exclusively for Educational and Charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- B. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to carry on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

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## ARTICLE V PROPERTY

The property of this corporation is irrevocable dedicated to Charitable and Educational purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or the benefit of any private person.



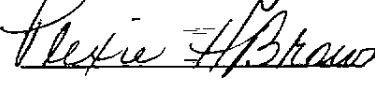
## ARTICLE VI MANAGEMENT OF CORPORATION AND ELECTION OF OFFICERS

The officers of the corporation shall be a President, Vice-President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The corporation may have also, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board. Any person may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

## ARTICLE VII OFFICERS

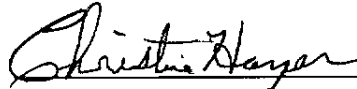
Executed on May 29, 2003. The name, signature, and residence address of the persons appointed to act as the initial directors and incorporators of this corporation shall be, In Witness Whereof, I have signed these articles and acknowledge same to be my act.

The names and addresses of the officers of these Articles of Incorporation are:

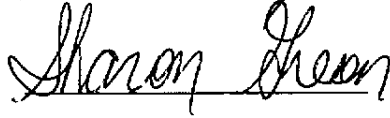
<i>Name</i>	<i>Signature</i>	<i>Address</i>
Sevell C. Brown, III President		3235 16th Ave. S. St. Petersburg, FL 33712
Cora Royal Vice President		3933 35th Way S, #121 St. Petersburg, FL 33711
Plexie Brown Financial Secretary		3310 16th Avenue S. St. Petersburg, FL 33712

Christine Hayes  
Treasurer

Sharon Green  
Recording Secretary



3500 28th Ave. S.  
St. Petersburg, FL 33711



701 11<sup>th</sup> Ave. S.  
St. Petersburg, FL 33705

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## **ARTICLE VIII DIRECTORS**

- Section 1: The business affairs of this corporation shall be managed by the Board of Directors. The corporation shall have directors and collectively they shall be known as the Board of Directors.
- Section 2: The Board of Directors are elected in accordance with the By-Laws. The Directors shall consist of five members. A director must be 18 years of age. Directors shall be chosen by the majority vote of all members present at annual meeting of the corporation.
- Section 3: The duly selected Board of Directors may elect from such board an Executive Committee, which Executive Committee shall, subject to ratification by the Board of Directors as a whole, have the same powers and authority as set forth herein for the Board of Directors. The By-Laws may impose other conditions or restrictions.
- Section 4: Directors shall be elected to serve for three years, however, the terms of the first Directors shall be equally staggered for one onad two years as provided by the By-Laws. Each Director shall hold office until the next annual meeting for election of the Board of Directors as specified in the Bylaws, and until his or her successor is elected and qualified.
- Section 5: The Board of Directors may fill vacancies on the Board at any meeting of the Board in accordance with the stipulation of the By-Laws.

## **ARTICLE IV BY-LAWS**

The By-Laws of the Corporation are to be made, altered or rescinded upon the majority of the members of the Board of Directors after due notice to all members at least two (2) weeks in advance of any meeting of the Members of the Board of Directors and in accordance with the By-Laws.

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**ARTICLE X  
AMENDMENTS TO ARTICLES OF INCORPORATION**

Amendments to the Articles of Incorporation may be proposed and adopted by a majority vote of the members of the corporation at any annual or special meeting called for that specific purpose, provided a copy of the proposed amendment shall be distributed to all members of the corporation at least two (2) weeks in advance of said meeting . This procedure shall be in accordance with the By-Laws.

**ARTICLE XI  
REGISTERED OFFICE AND AGENT**

The mailing address of the initial registered office of this corporation is: 3235 16<sup>th</sup> Avenue South, St. Petersburg, Florida 33712 and the registered agent is Sevell C. Brown, III.

**ARTICLE XII  
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts, and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for, Educational and Charitable under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such asset not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is located, exclusive for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

**ARTICLE XIII  
FISCAL YEAR**

The fiscal year of the corporation shall begin on January 1, of each year and shall end on December 31 in each year.

**ARTICLE XIV  
ADMEENMENT TO BY-LAWS**

Subject to any provisions of law applicable to the amendment of Bylaws of public benefit nonprofit corporation, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, in any, as to voting of transfer, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to a variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or

- (b) By approval of the directors, if any, of this corporation.

#### ARTICLE XV INDEMNIFICATION

The Corporation shall indemnify any Officer, or employee of the corporation, or any former officers, director of employee of the corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

#### ARTICLE XVI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are: **Sevell C. Brown, III**, 3235 16<sup>th</sup> Avenue South, St. Petersburg, Florida 33712.

 (Seal)

Sevell C. Brown, III, Incorporator / *Registered Agent*

*I accept the duties of registered agent.*

#### ARTICLE XVII EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be *the date of filing.*

#### ARTICLE XVIII DURATION

The duration of this corporation shall be perpetual, no stock and shall have no members.

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