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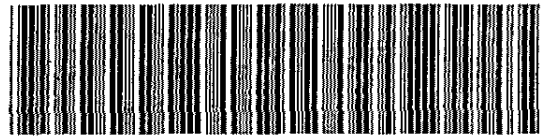
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Jacqueline M. Gayle-Kelly  
266 21<sup>st</sup> Avenue S.E.  
St. Petersburg, FL 33705

December 30, 2004

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

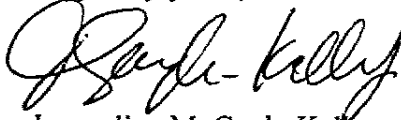
Re: The Fred G. Minnis, Sr. Bar Foundation, inc.  
EIN# 25-1906012

Dear Sir/Madam:

Please find enclosed the Articles of Incorporation for the Fred G. Minnis, Sr. Foundation, Inc. and a check in the amount of \$78.75 for filing.

If you have any questions, please contact me at (727) 622-4831 or (727) 215-2553.

Very truly yours,

  
Jacqueline M. Gayle-Kelly.

Enclosures.

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## ARTICLES OF INCORPORATION

OF

### THE FRED G. MINNIS, SR. BAR FOUNDATION, INC., (a corporation not for profit)

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

#### ARTICLE I

##### Name

The name of the corporation shall be: THE FRED G. MINNIS, SR. BAR FOUNDATION, INC.

#### ARTICLE II

##### Office and Mailing Address

The following shall serve as the initial principal office and mailing address for the aforementioned corporation: P.O. Box 1157, St. Petersburg, Florida, 33731-1157, and may be changed from time to time by action of the Board of Trustees.

#### ARTICLE III

##### Purposes

(1) Said corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. As means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to:

(a) support and promote programs that protect the civil rights of the poor and disadvantaged in the community;

(b) award grants for scholarships and fellowships for persons and purposes related to the improvement of the legal profession; and

(c) to take any other action which, from time to time, shall seem expedient to the Trustees of this corporation and which shall further the said purposes.

(2) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its Trustees, officers, or other private persons (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 the purpose clause hereof), and no Trustee or officer of this corporation, or any private person, shall be entitled to share in the distribution of any corporate assets on dissolution of this corporation. No substantial part of this corporation's activities 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 any candidate for public office.

(3) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c) (3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization contributions to which are deductible under Section 170(c) (2) of the Code and regulations issued thereunder, or corresponding section of any future federal tax code.

(4) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, scientific, or educational organizations which then would qualify for the provisions of Section 501(c) (3) of the code and the regulations issued thereunder, and no Trustee, officer, or private person shall be entitled to share in the distribution of any of any of the assets.

#### **ARTICLE IV**

##### **Corporation's Fiscal year**

The corporation's fiscal year is October 1, through September 30, unless otherwise determined by the Board of Trustees.

#### **ARTICLE V**

##### **Membership**

Membership in this corporation shall be composed of associate members, regular members, honorary members, the Fred G. Minnis, Sr. Bar Association, Inc. and the Trustees of the corporation. The only members entitled to vote in affairs of the corporation shall be the Trustees of this corporation. The Board of Trustees shall establish the qualifications for associate, regular and honorary memberships, and may create additional categories of membership in its discretion.

## **ARTICLE VI**

### **Term**

The term of this corporation shall be commenced upon the filing of these Articles of Incorporation with the Secretary of State and the term of the corporation shall be perpetual.

## **ARTICLE VII**

### **Registered Office and Registered Agent**

The name and address of the initial Registered Agent is Carolyn Myers-Simmonds, whose physical address is 100 Second Avenue South, Suite 1100S, St. Petersburg, Florida 33701, and whose mailing address is P.O. Box 1157, St. Petersburg, Florida, 33731-1157, and who is hereby authorized to accept service of process within the State. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

## **ARTICLE VIII**

### **Incorporator**

The name and residence address of the incorporator is: Jacqueline M. Gayle-Kelly, 266 21<sup>st</sup> Avenue S.E., St. Petersburg, Florida 33705.

## **ARTICLE IX**

### **Board of Trustees**

The corporation shall initially have seven (7) Trustees, including the Immediate Past President of the Fred G. Minnis, Sr. Bar Association, Inc. The number of Trustees may be increased or decreased as provided by the By-Laws. Upon expiration of the terms of office stated in Article X below, Trustees shall be selected as provided in the By-Laws.

## **ARTICLE X**

### **Initial Members of Board of Trustees**

Class A: (serving for a term of 1 year until October, 2005)

- (1) Laguerra Champagne, P.O. Box 1157, St. Petersburg, Florida 33731-1157
- (2) John Richardson, P.O. Box 1157, St. Petersburg, Florida 33731-1157

Class B: (serving for a term of 2 years until October, 2006)

- (1) Ya'Sheaka Campbell, P.O. Box 1157, St. Petersburg, Florida 33731-1157
- (2) Carolyn Myers-Simmons, P.O. Box 1157, St. Petersburg, Florida 33731-1157

Class C: (serving for a term of 3 years until October, 2007)

(1) Cheryl Smith-Khan, P.O. Box 1157, St. Petersburg, Florida 33731-1157

(2) Jeannine Williams, P.O. Box 1157, St. Petersburg, Florida 33731-1157

(3) Jacqueline Gayle-Kelly, P.O. Box 1157, St. Petersburg, Florida 33731-1157

The Immediate Past President of the Fred G. Minnis, Sr. Bar Association shall serve a three (3) year term as a Trustee.

## ARTICLE XI

### By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Trustees of this corporation. The by-laws shall be altered, amended, or rescinded only upon two-thirds vote of the entire Board of Trustees and upon approval by the Executive Board of the Fred G. Minnis, Sr. Association, Inc.

## ARTICLE XII

### Amendment of Articles of Incorporation

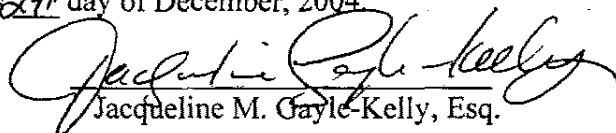
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation only upon the two-thirds vote of the entire Board of Trustees. All rights conferred upon the Members herein are subject to reservation.

## ARTICLE XIII

### Indemnification

Every Trustee and every officer of this corporation shall be indemnified by this corporation to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him or her in connection with any proceeding or settlement of any proceeding to which he or she may become involved by reason of his or her being or having been a Trustee or officer of this corporation, whether or not he or she is a Trustee or officer at the time such expenses are incurred.


**IN WITNESS WHEREOF**, for the purposes of forming this Corporation under the laws of the State of Florida, the undersigned and incorporator has executed these Articles of Incorporation on this 29<sup>th</sup> day of December, 2004.

  
Jacqueline M. Gayle-Kelly, Esq.

**THE FRED G. MINNIS, SR. BAR FOUNDATION, INC  
ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, Carolyn Myers-Simmonds, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of a registered agent under applicable law.

Dated, this 29<sup>th</sup> day of December, 2004.

  
Carolyn Myers-Simmonds, Esq., Registered Agent

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