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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

**SUBJECT:** Ebony Gentlemen's Social Club, Inc.

**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

Enclosed are 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:** Art Safford  
Name (Printed or typed)

4817 Zana Drive  
Address

Fort Myers, FL 33916  
City, State & Zip

(239) 694-2364  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION  
OF**

**Ebony Gentlemen's Club, Inc.  
(A Corporation Not For Profit)  
EIN - 65-1146803**

We, the undersigned, are desirous of forming a corporation under the provision of Chapter 617 of the Florida Statutes, and agree to the following:

**ARTICLE I**

**Name**

The name of the corporation is the Ebony Gentlemen's Club, Inc.

**ARTICLE II**

**Principal Office**

The principal place of business and mailing address of this corporation shall be:

Post Office Box 51075  
Fort Myers, Florida 33994

**ARTICLE III**

**Purpose**

The purpose for which the corporation is organized is:

- A. The corporation is a not for profit organized solely for general charitable purposes pursuant to the Florida Not For Profit Act set forth in Chapter 617, Florida Statutes. The general purpose of this corporation is to operate exclusively for charitable, religious, educational and scientific purposes, within the meaning of Section 501 (C) (3) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)
- B. The specific purpose of this corporation is assisting and mentoring children in the Dunbar Community with the following programs:
  - I. Providing small playgrounds/areas that are safe for the children.

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- II. After school mentoring in math, computer, English and other educational needs.
  - III. and other such needs as may be approved by the board as allowable within the meaning of Section 501 (c) (3), Internal Revenue Code.
- C. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that this 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 this article. No substantial part of the activities of this corporation shall be 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. Notwithstanding any other provision of these articles, this 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

#### **ARTICLE IV**

##### **Powers**

This corporation is empowered:

- A. To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incidental to the accomplishment of the purpose set forth in Article III hereof.

B. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien on the corporation's property.

B. Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of 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 a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE V**

##### **Term of Existence**

This corporation shall have a perpetual existence, unless dissolved according to law. Corporate existence shall commence upon filing of these Articles with the Florida Department of State.

#### **ARTICLE VI**

##### **Membership**

The membership of this corporation shall consist of its Directors and Officers.

The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

## **ARTICLE VII**

### **Officers**

The officers of the corporation shall be a President, Vice President, and Secretary and such other officers as may be authorized by the by-laws. The officers shall be elected by the Director of the corporation for a one year term unless sooner removed from office as provided by the by-laws.

## **ARTICLE VIII**

### **Initial Officers**

The names and addresses of the officers who are to serve until the first election or appointment are as follows:

President	Art Safford 4817 Zana Drive Fort Myers, FL 33916
Vice President	James Davis 1603 Delaware Avenue Fort Myers, FL 33916
Secretary/Treasurer	Carmin McClary 203 Glenboro Avenue Fort Myers, FL 33916

## **ARTICLE IX**

### **Directors**

The number of Directors of this corporation shall be specified by the by-laws and maybe increased or decreased from time to time, but shall never be less than three (3) nor more than nine (9). The directors shall be elected by majority vote of the members of the corporation. The names and addresses of the initial Directors of the corporation are:

President                      Art Safford  
                                    4817 Zana Drive  
                                    Fort Myers, FL 33916

Vice President                James Davis  
                                    1603 Delaware Avenue  
                                    Fort Myers, FL 33916

Secretary/Treasurer        Carmin McClary  
                                    203 Glenboro Avenue  
                                    Fort Myers, FL 33916

All Directors shall serve without compensation.

#### **ARTICLE X**

##### **By-Laws**

The by-laws of the corporation may be adopted or amended by resolution of the Board of Directors at any regular meeting or any special meeting called for that purpose, subject to the limitations contained in these Articles, the Florida Not Profit Corporation Act of Florida Statutes, and Section 501 (c)(3) of the Internal Revenue Code.

#### **ARTICLE XI**

##### **Amendment of Articles**

These Articles of Incorporation may be amended by a majority vote of the Board of Directors of the corporation.


#### **ARTICLE XII**

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

The current registered office of this corporation, 4817 Zana Drive, Fort Myers, Florida 33916, and the name of the Registered Agent of the corporation at that address is Art Safford

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment of the Registered Agent.

  
Signature of Registered Agent

6-5-06  
Date

**ARTICLE XIII**  
**Incorporators**

The names and addresses of the incorporators of this corporation are:

Art Safford

4817 Zana Drive  
Fort Myers, FL 33916

James Davis

1603 Delaware Avenue  
Fort Myers, FL 33916

Carmin McClary

203 Glenboro Avenue  
Fort Myers, FL 33916



