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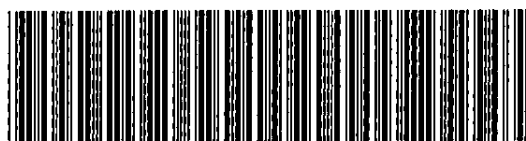
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

08 NOV -3 PM 3:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA STATE UNIVERSITY BLACK ALUMNI ASSOCIATION, NATIONAL CHAPTER, INC  
240 NORTH MAGNOLIA STREET  
TALLAHASSEE, FLORIDA 32301

October 30, 2008

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

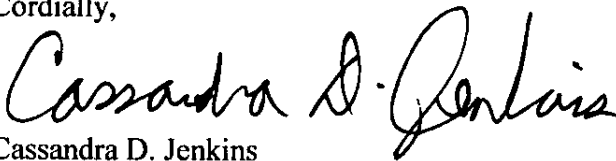
Re: FLORIDA STATE UNIVERSITY BLACK ALUMNI ASSOCIATION, NATIONAL CHAPTER, INC.

To Whom It May Concern:

Enclosed are the original and one copy of the Articles of Incorporation and a check for SEVENTY EIGHT AND 75/100 (\$78.75) DOLLARS for our filing fee and Certified Copy of same.

If there are any other concerns which need be addressed or copies required, please do not hesitate to contact me.

Cordially,



Cassandra D. Jenkins  
Chair, Board of Directors

## **ARTICLES OF INCORPORATION**

**Of**

### **FLORIDA STATE UNIVERSITY BLACK ALUMNI ASSOCIATION, NATIONAL CHAPTER, INCORPORATED**

The undersigned incorporator, in compliance with Chapter 617, F.S., for the purpose of forming a corporation under the Florida Not for Profit Corporation Code, hereby adopt(s) the following Articles of Incorporation.

#### **ARTICLE I: NAME**

The name of the corporation shall be:

FLORIDA STATE UNIVERSITY BLACK ALUMNI ASSOCIATION, NATIONAL CHAPTER,  
INCORPORATED.

#### **ARTICLE II: PRINCIPAL OFFICE**

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

240 North Magnolia St, Tallahassee, FL 32301.

The mailing address of this corporation shall be:

Post Office Box 1322, Tallahassee, FL 32303-1322.

#### **ARTICLE III: PURPOSE(S)**

The specific purposes for which the corporation is organized are:

- (1) Provide a framework for Black alumni to meet formally and informally for alumni, university, and other related purposes.
- (2) Provide input into all phases of Florida State University which concern:
  - Recruitment, admission, retention, graduation and placement of Black students;
  - Recruitment and retention of Black faculty and staff; and
  - Development and promotion of the University's programs and activities.
- (3) Promote and support the academic achievement and scholarship needs of minority students of African descent through financial contributions and in-kind support.
- (4) Foremost among the Association's goals are to: Serve Black Alumni, Involve Black Alumni, and Inform Black Alumni.

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#### **ARTICLE IV: MANNER OF ELECTION OF DIRECTORS**

The Executive Committee will be elected by majority vote of the Active Membership of this Corporation. One member will make a motion to have an individual considered as a member of the Executive Committee. Once that motion has been properly seconded, it will be put to a vote. There will be a minimum of eight (8) members of the Executive Committee consisting of The National President, National President-Elect, National Vice-President, National Recording Secretary, National Corresponding Secretary, National Treasurer, National Parliamentarian, and immediate past National President for FLORIDA STATE UNIVERSITY BLACK ALUMNI ASSOCIATION, NATIONAL CHAPTER, INCORPORATED.

#### **ARTICLE V: INITIAL OFFICERS**

The name and address of the Officers are:

Benjamin L. Crump, President, 240 N. Magnolia St, Tallahassee, FL 32301

Connie E. Jenkins-Pye, President-Elect, 240 N. Magnolia St, Tallahassee, FL 32301

Sylvia D. Williams, Vice-President, 240 N. Magnolia St, Tallahassee, FL 32301

Louis L. Dilbert, Recording/Corresponding Sec. 240 N. Magnolia St, Tallahassee, FL 32301

Joyce Morgan, Treasurer, 240 N. Magnolia St, Tallahassee, FL 32301

Cassandra D. Jenkins, Board of Directors Chair, 240 N. Magnolia St, Tallahassee, FL 32301

Keith D. Carr, Immediate Past President/Board of Directors Vice-Chair, 240 N. Magnolia St, Tallahassee, FL 32301

Stephen Smith, Board of Directors, 240 N. Magnolia St, Tallahassee, FL 32301

Ardre Orie, Board of Directors, 240 N. Magnolia St, Tallahassee, FL 32301

Cornelius Troy, Black Student Union President, Ex-Officio Member, 206 Woodward Avenue, Tallahassee, FL 32306

Scott Atwell, President, FSU Alumni Association, Ex-Officio, 1030 West Tennessee Street, Tallahassee, FL 32304

Nick Maddox, Director, Seminole Boosters, Ex-Officio, P.O. Box 1353, Tallahassee, FL 32302-1353

Juan R. Guardia, Multicultural Affairs Director, Ex-Officio, 313 Westcott Building, Tallahassee, FL 32306-4026

Jennifer Morgan, Assistant to President, 240 N. Magnolia St, Tallahassee, FL 32301

Charee Williams, Special Events Chair, 240 N. Magnolia St, Tallahassee, FL 32301

**ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Cassandra D. Jenkins  
1028 Longstreet Drive  
Tallahassee, FL 32311-4006

**ARTICLE VII: INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Cassandra D. Jenkins  
1028 Longstreet Drive  
Tallahassee, FL 32311-4006

**ARTICLE VIII: QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner for admission shall be as set forth in and regulated by the BY LAWS of the Corporation.

**ARTICLE IX: VOTING RIGHTS**

Members of the Corporation will have such voting rights as are provided in the BY LAWS of the Corporation.

**ARTICLE X - LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

**ARTICLE XI- TERMS OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE XII - CAPITAL STOCK**

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

**ARTICLE XV - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

## **ARTICLE XVI - AMENDMENT**

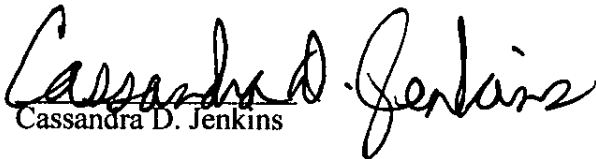
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## **ARTICLE XVII- INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has 'met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation' otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

## ARTICLE XVIII - DISSOLUTION

Upon dissolution of the 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 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 public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal 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.

  
Cassandra D. Jenkins

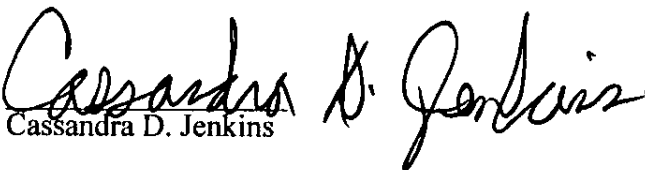
10/30/2008  
Date

### Certificate of Designation Registered Agent/Registered Office

Pursuant to the provisions of applicable Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: FLORIDA STATE UNIVERSITY BLACK ALUMNI ASSOCIATION, NATIONAL CHAPTER, INCORPORATED
2. The name and address of the registered agent and office is: Cassandra D. Jenkins, 1028 Longstreet Drive, Tallahassee, FL 32311-4006.

Having Been Named as Registered Agent and to Accept Service of Process for the above Stated Corporation at the Place Designated in this Certificate, I Hereby Accept the Appointment as Registered Agent and Agree to Act in this Capacity. I Further Agree to Comply with the Provisions of All Statutes Relating to the Proper and Complete Performance of My Duties, and I Am Familiar with and Accept the Obligations of My Position as Registered Agent

  
Cassandra D. Jenkins

10/30/2008  
Date

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA