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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TBrewin

5-20-11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Blackward Walk in History Foundation, Inc.

DOCUMENT NUMBER: N11000001246

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Arlon Kennedy, Sr.
(Name of Contact Person)

Blackward Walk in History Foundation, Inc.
(Firm/ Company)

5991 NW 14th Court
(Address)

Sunrise, Florida 33313
(City/ State and Zip Code)

arlonice@yahoo.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Arlon Kennedy, Sr. at (954) 727-6677
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|---|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Blackward Walk in History Foundation, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N11000001246

(Document Number of Corporation (if known))

FILED
2011 MAY 12 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

Page 2 of 3

The date of each amendment(s) adoption: April 5, 2011
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated April 10, 2011
Signature [Handwritten Signature]
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Arlon Kennedy, Sr.
(Typed or printed name of person signing)

President
(Title of person signing)

Amendments to Articles of Incorporation
for
Blackward Walk in History Foundation, Inc.

A. Article III (Purpose) is hereby amended as follows:

Article III
PURPOSE

The Corporation is organized exclusively for charitable purposes. The specific and primary purposes are:

- (1) To educate and inform the general public about the historical contributions and roles played by Black People, African-Americans and other people of African descent in American and World History.
- (2) To promote, and where possible to preserve public and private records, photographs, artifacts, art, statutes, property – real and personal, or other items that document and represent the contributions, or preserve the memory of African-Americans and other people of African descent who have made laudable contributions to the advancement of society and mankind in general.
- (3) To own, promote, sponsor, organize, operate, or administer the operation of museums, exhibits, collections, artifacts, property or memorabilia for the purpose of educating and informing the general public about the history and contributions of African-Americans and other people of African descent.
- (4) To recognize individuals, organizations and institutions for their contributions, work, or role in making Black History, or those who have contributed to the work of those who made Black History.
- (5) To aid, support and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, religious, scientific, literary or educational purposes, no part of the net earnings of which inures to the benefits of any private shareholders or individuals, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
- (6) To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature such as corporations, firms

associations, trusts, institutions, foundations or governmental bureaus, departments or agencies.

(A) In furtherance, but not in limitation, of the foregoing charitable, and educational purpose, the corporation shall have the following powers:

- (1) To solicit, collect, and receive money and other assets, and administer funds and contributions received by grant, gift, deed bequest or device, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expand contribute, use, sell or otherwise dispose of any money , securities, property, rights or services so acquired for the purpose above mentioned;
- (2) To borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations, for monies borrowed, or in payment for property acquired or for any of the purposes of the corporation, and to secure a payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property, rights or privileges of the Corporation.
- (3) To invest and reinvest its funds in such mortgagees, bonds notes, debentures, shares preferred or common stock, and any other securities or any kind whatsoever, and property, real, personal or mixed, tangible or intangible, all as the Corporation's Board shall deem advisable, and as may be permitted by law;
- (4) To furnish stipends, research advice or results, support, training and/or technical assistance to individuals, institutions, and/or groups in order to enable them to develop the necessary skills to successfully research, write about, document or undertake the discovery of artifacts, historical sites, papers, documents or memorabilia regarding the historical roles and contributions of Black People, African-Americans or other people of African descent;
- (5) To encourage and voluntarily assist individual, institutions or groups to organize, create, or support public forums, seminars, publications, brochures and any other scholarly undertakings that will appropriately advance the cause of educating people about Black History.
- (6) To obtain information, conduct research, studies, analysts and to present the same through seminars, forums or in published form, regarding the problems and issues facing Black, African-American, or other people of African descent.
- (7) To conduct educational and other efforts to break the cycle of poverty and sickness and to foster the establishment of sound and constructive relationships between the various components of

communities of Broward County, Florida and other similar communities, including but not limited to educational, religious, social, business and financial communities.

(8) To exercise all other rights and powers conferred upon corporations formed under the General Non-Profit Corporation law of the State of Florida, provided, however, that the Company shall not engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary charitable, and educational purpose of the corporation.

(B) All of the foregoing purposes and powers shall be exercised exclusively for the charitable and educational purposes in such manner that the company shall qualify as an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1954.

B. Article VII (Directors / Officers) is amended as follows:

Article VII
DIRECTORS / OFFICERS

The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

The name and address of the initial officers until the first meeting of the Corporation shall be:

Arlon Kennedy, Sr.
President/CEO
5991 N.W. 13th Court
Sunrise, Florida 33313

Gino S. Jamison
Vice President
1716 S.W. 5th Court
Fort Lauderdale, Florida 33312

Samuel Morrison
Chairman/Treasurer
2140 NW 4th Street
Fort Lauderdale, Florida 33311

The above named officers of the Corporation shall comprise the initial Board of Directors, and shall preside over the initial meeting at which time additional Directors and Officers may be appointed according to the organization's By-laws or state statutes.

C. Article VIII (Duration) is added as follows:

Article VIII
DURATION

The duration of the corporation shall be perpetual.

D. Article IX (Limitations) is added as follows:

Articles IX
LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and,
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any director of this corporation (unless such loan program is regularly conducted as part of the activities of the organization and the qualifications of the individual to participate in same is determined by a panel whose membership is comprised in majority, by non-Board members, or guarantee to any person the payment of a loan by an officer or director of this corporation.

E. Article X (Debt Obligations and Personal Liability) is added as follows:

Article X
DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officers or Directors be subject to the payment of the debts or obligations of this corporation.

F. Article XI (Dissolution) is added as follows:

Article XI
DISSOLUTION

Upon the time of the dissolution of the corporation, assets shall be distributed by the Board of Directors after paying or making provisions for the payment of all debts, obligations liabilities, costs and expenses of the corporation, 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, 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 corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.