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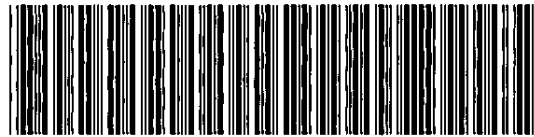
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TO THE CLERK  
OF THE  
SIXTH JUDICIAL CIRCUIT  
IN AND FOR  
THE COUNTY OF  
DADE  
FLORIDA

FILED  
OCT 22 10 12 31

FILED  
OCT 22 PM 12:41  
SEAL OF THE CLERK  
TALLAHASSEE, FLORIDA

10/28/13

**ARTICLES OF INCORPORATION**

**OF**

**The Florida Dr. Martin Luther King, Jr.  
Statewide Observance Committee, Inc.**

**(A Corporation Not-For-Profit)**

APPROVED  
FILED  
13 OCT 22 PM 12:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, being natural persons, hereby establish a corporation under Chapter 617, Florida Statutes, as amended, of the Laws of the State of Florida applicable to not-for-profit corporations, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation.

**ARTICLE ONE - NAME**

The name of the corporation, hereinafter called the Corporation, shall be: **The Florida Dr. Martin Luther King, Jr. Statewide Observance Committee, Inc.**

**ARTICLE TWO - PURPOSES**

Section 1: The purposes for which the Corporation is founded are:

- (a) To develop, coordinate and implement activities, events, and educational programs throughout the State of Florida which will promote the memory of Dr. Martin Luther King, Jr. and his philosophy of self-help, economic and social development and leadership training as well as provide community organizations and individuals with materials, a variety of support measures and guidance to promote and stage Dr. Martin Luther King, Jr. Holiday events and activities;
- (b) To organize a non-profit corporation and to associate together persons, associates and affiliated groups to operate exclusively for all purposes described, permitted and limited in Section 501(c) (3) and Section 401(a) of the Internal Revenue Code, hereinafter referred to as the Code and to organize exclusively for charitable, religious, educational, and scientific 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;
- (c) To engage in any and all lawful activities which are pursuant to religious, charitable, scientific, literary or educational purposes only within the meaning of those terms used in Section 501(c) (3) of the Code and the Laws of the State of Florida that are beneficial to the public including, but not limited to, the following enumerated activities:
  - (1) To take, accept, hold and acquire by bequest, device, gift, purchase, loan or lease, any property, real, personal or mixed, whether tangible or intangible, without limitation as to the kind, amount or value;
  - (2) To sell, convey, lease or make loans, grants or pledges of any property or any

interest therein or proceeds therefrom, and to invest and reinvest the principal thereof and receipts therefrom, if any;

- (3) To borrow money upon and pledge or mortgage any such property for the purpose for which it is organized, and to issue notes, bonds or other forms of indebtedness to secure any of its obligations;
- (4) To guarantee undertakings, contracts or performances of others;
- (5) To purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every description;
- (6) To acquire, and pay for in cash or promissory notes, the goodwill, rights, assets and property, and to undertake or assume the whole or any part of the obligation or liabilities of any person, firm, corporation or association;
- (7) To acquire, hold, use, sell, assign, lease, in respect of, mortgages;
- (8) To carry on any of the aforesaid activities or purposes either directly, or as an agent for or with other persons, associations or corporations;
- (9) To carry on any activity and to deal with and expend any such property or income therefrom for any of the aforesaid purposes without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Certificate of Incorporation, the Bylaws of the Corporation, or any other limitations as are prescribed by law, provided that no such activity shall be such as is not permitted by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code, or any corresponding future provision of said Code, and that the Corporation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in or participate in any political campaign on behalf of any candidate for public office, and provided further that no part of the net earnings of this Corporation shall inure to the benefit of any member or private individual and no member, director or officer of the Corporation shall receive any pecuniary benefit from the Corporation, except such reasonable compensation as may be allowed for services actually rendered to the Corporation.

Section 2: This Corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part, and otherwise contribute to the purposes of the Corporation as defined in Article Two, Section 1, Paragraphs (a) (b) and (c), or to those organizations that qualify as tax exempt under Section 501(c) (3) of the Code.

### ARTICLE THREE - POWERS

This Corporation is to have any and all powers to do any and all things necessary or expedient to carry out the purposes and objectives of this Corporation, subject to these Articles of Incorporation and Bylaws, and shall possess all rights, privileges and immunities and to enjoy all benefits granted corporations under the Laws of the State of Florida, but limited only to such powers that are in furtherance of tax exempt purposes.

### ARTICLE FOUR - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

### ARTICLE FIVE - REGISTERED OFFICE

*And Principal*

The registered office of the Corporation shall be located at 630 West Brevard Street, City of Tallahassee, County of Leon, State of Florida, Zip Code 32304, provided that the Corporation shall have the power to conduct its business anywhere within or outside of the State of Florida or the United States of America.

### ARTICLE SIX - MEMBERSHIP

Section 1: This Corporation is to be organized upon a non-stock, certificate of membership basis. Such memberships shall be non-redeemable, non-transferable, and non-dividend bearing.

Section 2: Any person who subscribes to the purposes of this Corporation is eligible for membership upon approval by a majority vote of the Corporation at any regular meeting of the Corporation.

### ARTICLE SEVEN - SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Stephen K. Beasley	2610 Pottsdamer Street, Tallahassee, Florida 32310
Helen T. Arnold	1518 Hernando Drive, Tallahassee, Florida 32304
Margaret Franklin	1101 Missionwood Lane, Tallahassee, Florida 32304
Noble Sissle, Jr.	1207 East M.L. King, Jr. Blvd., Tampa, Florida 33603

## **ARTICLE EIGHT - BOARD OF DIRECTORS**

Section 1: The affairs of the Corporation shall be directed by a Board of Directors numbering not less than three (3) nor more than seven (7) members. Such directors will be elected at the Annual Meeting of the Corporation.

Section 2: The names of the persons and their addresses constituting the first Board of Directors and who shall be subject to all the provisions of the aforesaid purposes relating to the directors are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Stephen K. Beasley		2610 Pottsdamer Street, Tallahassee, Florida 32310
Helen T. Arnold		1518 Hernando Drive, Tallahassee, Florida 32304
Margaret Franklin		1101 Missionwood Lane, Tallahassee, Florida 32304
Noble Sissle, Jr.		1207 East M.L. King, Jr. Blvd., Tampa, Florida 33603

## **ARTICLE NINE - OFFICERS**

The day-to-day affairs of this Corporation are to be managed by a President/CEO, one or more Vice Presidents, Secretary, and Treasurer, who shall be elected annually by the members of the Corporation as prescribed in the Bylaws.

## **ARTICLE TEN - FIRST OFFICERS**

The first officers of the Corporation shall be elected at the first annual meeting and shall be subject to all the provisions of the aforesaid purposes of the Corporation.

## **ARTICLE ELEVEN - BYLAWS**

The Board of Directors of this Corporation may provide such Bylaws not inconsistent with these Articles of Incorporation for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. The Bylaws of this Corporation may be amended, altered or revised by a two-thirds (2/3) majority vote of the Board of Directors.

## **ARTICLE TWELVE - AMENDMENTS**

The Articles of Incorporation of this Corporation may be amended, altered or revised by a two-thirds (2/3) majority vote of the Board of Directors.

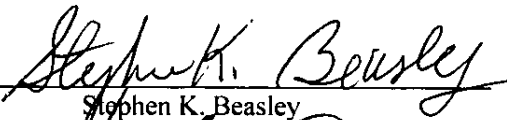
### ARTICLE THIRTEEN - REGISTERED AGENT

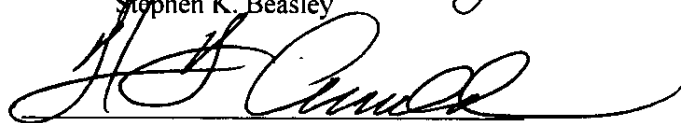
In accordance with Section 617.0501 and 607.0501 Florida Statutes, Stephen K. Beasley is hereby designated as the registered agent for services of process within the State of Florida at 630 West Brevard Street, Tallahassee, Florida 32310.

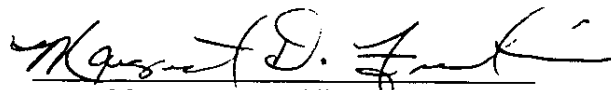
### ARTICLE FOURTEEN - DISSOLUTION


Upon dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the members of the Corporation, but all such property and proceeds subject to the discharge of valid obligations of the Corporation and to the applicable provisions of the Non-Profit Corporation Law under Chapter 617, Florida Statutes, shall be distributed as directed by members of the Corporation among one or more corporations, trusts, United Way, funds or community groups organized and operated exclusively for religious, charitable, scientific, literary or educational purposes; no part of the net earnings of which inure to the benefit of any individual or member, and no substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation or which does not participate or intervene in any political campaign or the type which qualify for federal income tax exemption under Section 501(c) (3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the said Subscribers have hereunto set their hand and seal this Thirtieth day of September, 2013.

  
Stephen K. Beasley

  
Helen T. Arnold

  
Margaret D. Franklin

  
Noble Sissle, Jr.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

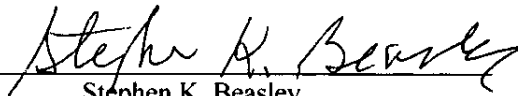
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In pursuance of Chapters 617.0501 and 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That THE FLORIDA DR. MARTIN LUTHER, KING, JR. STATEWIDE OBSERVANCE COMMITTEE, INC. with its registered office as indicated in the Articles of Incorporation at 630 West Brevard Street, Tallahassee, Florida 32304, has named Stephen K. Beasley as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above Florida Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with provisions of said Act.

  
Stephen K. Beasley  
Registered Agent