

N19000004043

Antonio Jefferson
(Requestor's Name)

528 F Park Ave.
(Address)

(Address)

Tallahassee, FL 32301
(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

(Business Entity Name)

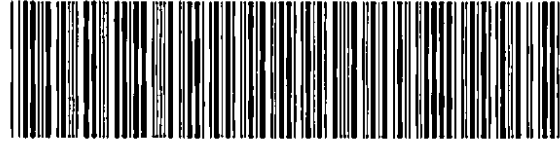
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**ARTICLES OF INCORPORATION
OF
BIG BEND MINORITY CHAMBER OF COMMERCE FOUNDATION, INC.**

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of the State of Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit.

ARTICLE I

NAME AND TERM OF EXISTENCE

The name of this corporation is BIG BEND MINORITY CHAMBER OF COMMERCE FOUNDATION, INC. (hereinafter referred to as "the Foundation"). It shall have perpetual existence.

ARTICLE II

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial agent of the Foundation for service of process is Antonio Jefferson, whose current address is 528 E. Park Avenue, Tallahassee, Florida 32301.

ARTICLE III

NOT FOR PROFIT FOUNDATION

The Foundation is a not for profit corporation under Chapter 617, Florida Statutes. The Foundation is not formed for pecuniary profit. No part of the earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Foundation 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 Article IV hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of any statements of) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Foundation 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, or the corresponding section of any future federal tax code, or 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Specifically, the Foundation is organized for the purpose of raising funds to support and promote community development, mentorship, healthcare, and educational services made available to the public through the Big Bend Minority Chamber of Commerce.

ARTICLE IV

PURPOSES

Purposes. The specific and primary purposes for which this corporation is formed are:

1. For charity, education, cultural pursuits, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
2. To operate exclusively for charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.
3. This Corporation is organized exclusively for charitable, educational, health, scientific, and cultural purposes as described in Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, and for the promotion of social welfare as described in the Internal Revenue Code, Section 501 (c)(4), as amended, and specifically to provide scholarships to worthy youth in order for said youth to attend college and to provide economic security, and to expand opportunities for better education. This Corporation shall have all the powers necessary or proper for the accomplishment and furtherance of the above stated purposes incidental or related thereto, provided in the Internal Revenue Code of 1954, as amended, including but no way limiting, the following:
 - a. To engage in charitable activities and extend financial assistance through grants, gifts, contributions, or other aid or assistance to qualified not-for-profit entities and underprivileged and/or poor individuals.
 - b. To acquire or receive from individuals, firms, association, corporations, trusts foundations, or any government or governmental subdivision unit or agency by deed, gifts, purchase, bequest, devise, or otherwise cash securities, and other property, tangible or intangible, real or personal, and to hold for the purpose of which the Corporation is organized.
 - c. To encourage, promote, and participate in health education and rehabilitation services for the benefit of the citizens within the State of Florida in such a way as may appear feasible and appropriate. To transact such other business and do any other things incidental to and connected with said purpose.
 - d. To do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation including the exercise of all other power rights, privileges and authority conferred on and enjoyed by corporations, generally, by virtue of the provisions of the Florida Not for Profit Corporation Act.
 - e. To accept and hold all assets accepted and received under the terms and conditions hereof exclusively for charitable purposes, and unless otherwise requested by the donor and authorized by the Board of Directors, all assets shall be held as

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unrestricted funds, and net income there to be applied for charitable purposes or the assistance of qualified individuals or charitable organizations and public charities (which supported by private donations or public taxation), contributions for which are deductible under the Internal Revenue Code of 1954 including but not limited to the promotion of education, social and scientific research, the care of the sick, the aged, infirm and handicapped, the care of children, the improvement of living, working, recreational and environmental conditions or facilities and such other charitable, educational, and social purposes that will assist the betterment of the mental, moral, social, and physical conditions of the citizens of the State of Florida, regardless of race, religion, sex, place of national origin, or political persuasion according to the discretion of the Board of Directors

ARTICLE V

POWERS

Powers. To carry out its purposes, the Foundation shall have the power:

1. To receive by gift, devise, bequest or otherwise any money or property, absolutely or in trust, to be used either principal or the income therefrom, either immediately or in the future, for the furtherance of any of the corporate purposes expressed in its charter or for any other purpose which may hereafter be or become within its corporate powers.
2. To receive and hold by gift, bequest, devise, grant or purchase, any real or personal property including copyrights, royalties, contracts, obligations of individuals or corporations and to use and dispose of same, either as specified by the donor or for the furtherance of the objectives listed above; and to receive, invent, disburse and properly account for any funds derived therefrom.
3. To act and perform the duties of fiduciaries or to act in any fiduciary capacity under deed or trust, will, codicil, patent, agreement either oral or written, or other instrument incidental to and for the purposes of carrying out any of the foregoing objectives are matters and things kindred thereto; and to obligate itself to perform and execute any and all such conditions or trusts.
4. To enter into contracts with governmental or private agencies or individuals or businesses who wish to use the services provided by the Foundation and to sue or be sued in regard to such contracts
5. To prosecute and/or aid in the prosecution of applications for patents, both foreign and domestic, to develop a commercial value thereof and to assume and pay appropriate expenses incurred in connection therewith; and to grant a license under all patents held, to dispose of rights therein and to receive or collect royalties or other consideration for use of patents or patent rights or interest in devices, articles 4 processes to for the purposes and objectives as set forth herein.
6. To employ personnel, as needed, to carry out the objectives of the Foundation and to purchase equipment and supplies and construct, purchase or rent buildings as needed to carry out the aforesaid objective.

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7. To buy, or otherwise acquire, hold, own, use, export, import, process, develop, assemble, manufacture, sell, assign, lease, exchange, dispose of, license the use of, and otherwise deal in all kinds of goods, wares, merchandise and products of every nature and description and to engage and participate in any industrial, mercantile or manufacturing trade or business of any kind or character whatsoever.
8. To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interest therein, and to own, hold, manage, develop, improve, equip, maintain and operate, and to sell, convey, exchange, lease or otherwise alienate and dispose of, and to mortgage, pledge or otherwise encumber any and all such property and any and all legal or equitable rights thereunder and interests therein.
9. To design, develop, apply for, obtain, register, purchase, lease or otherwise acquire and hold, own, put to use, operate, introduce, exploited and sell, assign or otherwise dispose of any and all trademarks, formulae, secret processes, trade names, brands, distinctive marks, copyrights and all inventions, improvements and processes used in connection with or secured under letters of patents or otherwise of the United States or any other country.
10. To exercise all the powers enumerated in §617, Florida Statutes, as it now exists or as subsequently amended or superseded, and to do and perform such acts and have such powers as shall be desirable and necessary in furtherance of any of the powers hereinabove enumerated which are not in derogation of the laws of the State of Florida.

ARTICLE VI

DIRECTORS

The manner in which Board of Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws.

ARTICLE VIII

DISSOLUTION

The property of this Foundation is irrevocably dedicated to charitable purposes. Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

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IN AND FOR THE COUNTY OF DADE
FLORIDA

ARTICLE VII
LIMITATIONS

Notwithstanding any other provision in these Articles of Incorporation, the Foundation shall be subject to the following limitations and restrictions:

- (a) The Foundation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- (b) The Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- (c) The Foundation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- (d) The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- (e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of the BIG BEND MINORITY CHAMBER OF COMMERCE FOUNDATION, INC. have executed these Articles of Incorporation on this __ day of April, 2019.

INCORPORATORS:

Sean Pittman

Antonio Jefferson

Dana Dudley

INCORPORATOR NAME + ADDRESS
SEAN P. PITTMAN
528 E. PARK AVE.
TALLAHASSEE, FL. 32301
Antonio Jefferson
528 E. PARK AVE.
TALLAHASSEE, FL. 32301
Dana Dudley
528 E. PARK AVE
TALLAHASSEE, FL. 32301

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JACKSONVILLE, FLORIDA

REGISTERED AGENT'S CERTIFICATE

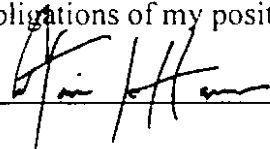
STATE OF FLORIDA
COUNTY OF LEON

Pursuant to the provisions of Chapter 617 of the Florida Not-For-Profit Corporation Act, the corporation identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the corporation is BIG BEND MINORITY CHAMBER OF COMMERCE FOUNDATION, INC.

The name of the registered agent for BIG BEND MINORITY CHAMBER OF COMMERCE FOUNDATION, INC. is and the street address of the company's principal office where the agent is located is Antonio Jefferson, whose current address is 469 Saint Francis Street, Tallahassee, Florida 32301.

This statement is to acknowledge that, as indicated above, BIG BEND MINORITY CHAMBER OF COMMERCE FOUNDATION, INC. has appointed me, Antonio Jefferson, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

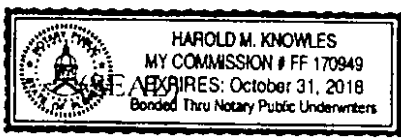


The foregoing instrument was acknowledged before me this __ day of April 2019, by Antonio Jefferson, agent on behalf of BIG BEND MINORITY CHAMBER OF COMMERCE FOUNDATION, INC. who is ☒ personally known to me or ☐ has produced _____ as identification.



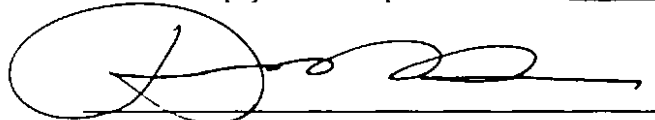
Notary Signature

HAROLD M. KNOWLES
Print Notary Name



STATE OF FLORIDA
COUNTY OF LEON

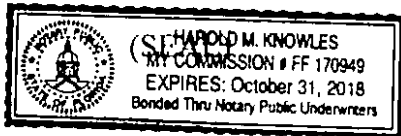
The foregoing Articles of Incorporation were acknowledged before me this 18TH day of April 2019, by Sean Pittman who is [X] personally known to me or [] who has produced _____ as identification.



Notary Signature

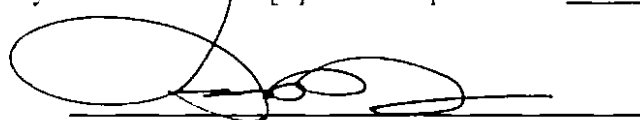
HAROLD M. KNOWLES

Print Notary Name



STATE OF FLORIDA
COUNTY OF LEON

The foregoing Articles of Incorporation were acknowledged before me this 18TH day of April, 2019, by Antonio Jefferson who is [X] personally known to me or [] who has produced _____ as identification.



Notary Signature

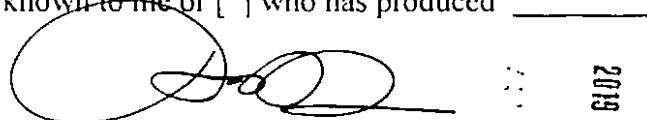
HAROLD M. KNOWLES

Print Notary Name



STATE OF FLORIDA
COUNTY OF LEON

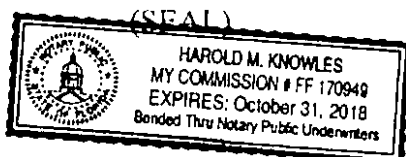
The foregoing Articles of Incorporation were acknowledged before me this 18TH day of April 2019, by Dana Dudley who is [X] personally known to me or [] who has produced _____ as identification.



Notary Signature

HAROLD M. KNOWLES

Print Notary Name



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