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☐ PICK-UP

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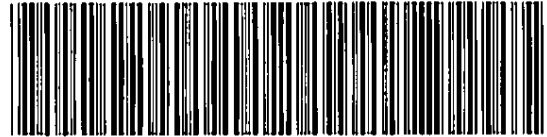
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2020 SEP 24 PM 2:08

DIRECTOR'S OFFICE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

2020 SEP 24 AM 11:05

STONY BROOK, CT  
TALLAHASSEE, FL

C RICO  
SEP 24 2020

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 434933 7148726

AUTHORIZATION :



COST LIMIT : \$ 70.00

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ORDER DATE : September 23, 2020

ORDER TIME : 10:53 AM

ORDER NO. : 434933-005

CUSTOMER NO: 7148726  
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DOMESTIC FILING

NAME: ARTHUR LEE MCDUFFIE CENTER,  
INC.

EFFECTIVE DATE:

XX \_\_\_\_\_ ARTICLES OF INCORPORATION  
\_\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
\_\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Robinson - EXT. 62968

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
ARTHUR LEE MCDUFFIE CENTER, INC.**

**FILED**  
2020 SEP 24 AM 11:05  
CLERK OF CIRCUIT COURT  
JUDICIAL CIRCUIT IN AND FOR  
DADE COUNTY, FLORIDA

**ARTICLE I: NAME**

The name of the corporation shall be Arthur Lee McDuffie Center, Inc. (the "Corporation").

**ARTICLE II. PRINCIPAL OFFICE**

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

4930 NW 7th Avenue  
Miami, Florida 33127

**ARTICLE III. PURPOSE**

The Corporation is organized for and shall be operated exclusively for charitable, cultural and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated and rulings made thereunder (the "Code"). The Corporation's purpose shall include, but not be limited to, preserving the history and individual stories of Florida's black communities through creative presentation and conducting educational programming to promote cultural understanding and unity.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest, and reinvest the same, and apply the income and principal thereof and engage in any lawful act or activity for which corporations may be organized under the Florida Not for Profit Corporation Act.

In furtherance of its exclusively charitable purposes, the Corporation shall have all the general powers enumerated in Section 617.0302 of the Florida Not for Profit Corporation Act as now in effect or as may hereafter be amended together with the power to solicit grants and contributions for such purposes.

**ARTICLE IV. TERM OF EXISTENCE**

This Corporation is to exist perpetually unless it is dissolved in accordance with these Articles of Incorporation and the laws of the State of Florida.

**ARTICLE V. DIRECTORS AND/OR OFFICERS**

The Corporation shall have at least three directors who shall be elected or appointed as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time, but there shall be at least three (3) directors at all times. All corporate power shall be exercise by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Directors of the Corporation. The Corporation's Bylaws may provide for members; however the Directors shall have sole voting power.

The names and addresses of the initial officers and directors are:

President and Director: Dr. Marvin Dunn  
4930 NW 7th Avenue  
Miami, Florida 33127

Vice President and Director: Nathaniel Thompkins  
4930 NW 7th Avenue  
Miami, Florida 33127

Treasurer and Director: Matthew Boehne  
4930 NW 7th Avenue  
Miami, Florida 33127

Secretary and Director: Jorge Mursuli  
4930 NW 7th Avenue  
Miami, Florida 33127

#### **ARTICLE VI. REGULATION OF AFFAIRS**

Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation are as follows:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding section of any future tax code).

D. In the event of dissolution or final liquidation of the Corporation, all remaining assets and property shall, after paying or making provision for the payment of all of the liabilities and obligations of the corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code, as the Board of

Directors shall determine. In no event shall any of such assets or property be distributed to any director or officer or any private individual.

#### **ARTICLE VII. REGISTERED AGENT**

The name and the Florida street address of the initial registered agent is:

Matthew Boehne  
4930 NW 7th Avenue  
Miami, Florida 33127

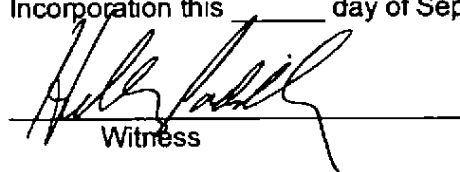
The Board of Directors may change the Corporation's registered agent or the location of the Corporation's registered agent in accordance with applicable law.


#### **ARTICLE VIII. INCORPORATOR**

The name and street address of the Incorporator is:

Matthew Boehne  
4930 NW 7th Avenue  
Miami, Florida 33127

**IN WITNESS WHEREOF**, the undersigned subscribes these Amended and Restated Articles of Incorporation this \_\_\_\_\_ day of September 2020.

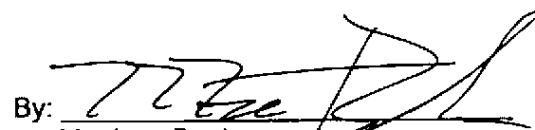
  
\_\_\_\_\_  
Witness

  
\_\_\_\_\_  
Matthew Boehne  
Incorporator

#### **ACCEPTANCE OF 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 as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am also familiar with and accept the obligation of my position as registered agent.

Dated this 23 day of September, 2020

By:   
\_\_\_\_\_  
Matthew Boehne