

2/19/2021

Division of Corporations

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To:

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## FLORIDA PROFIT/NON PROFIT CORPORATION

**Miami Black History Museum, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
MIAMI BLACK HISTORY MUSEUM, INC.**

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

**ARTICLE 1**

**NAME**

The name of the corporation shall be MIAMI BLACK HISTORY MUSEUM, INC. (the "Corporation").

**ARTICLE 2**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is 1450 Brickell Avenue, 23rd Floor, Miami, Florida 33131.

**ARTICLE 3**

**PURPOSE**

The Corporation is a not-for-profit corporation, organized and to be operated exclusively for charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit. More specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

- (a) To explore and preserve African American history and culture, and to provide for research, publication and dissemination of information related to the history and development of the African American community; and
- (b) To carry on such other activities in furtherance of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not-for-Profit Corporation Act and exempt from federal income tax under section 501(c)(3) of the Code.

**ARTICLE 4**

**MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE 5**

**INITIAL REGISTERED OFFICE AND AGENT**

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The street address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the Corporation's initial registered agent at that address is C T Corporation System.

## **ARTICLE 6**

### **INITIAL OFFICERS AND/OR DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors shall initially be two (2). The number of directors may be increased or decreased from time to time as set forth in the Bylaws of the Corporation, but shall never be less than two (2). The manner of election of members of the Board of Directors shall be as set forth in the Bylaw of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors and officers of the Corporation are as follows:

Albert E. Dotson, Jr.  
1450 Brickell Avenue, 23rd Floor  
Miami, Florida 33131

Dennis C. Moss  
1450 Brickell Avenue, 23rd Floor  
Miami, Florida 33131

## **ARTICLE 7**

### **INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

Albert E. Dotson, Jr.  
1450 Brickell Avenue, 23rd Floor  
Miami, Florida 33131

## **ARTICLE 8**

### **DISSOLUTION**

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under section 501(c)(3) of the Code (or the corresponding provision of any future federal tax laws), as selected by the Board of Directors.

## ARTICLE 9

### LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of its director officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of any of its charitable purposes. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future federal tax laws), or (b) by a corporation the contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future federal tax laws).

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation this 19 day of February, 2021.

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke, positioned above the name of the incorporator.

Albert E. Dotson, Jr., Incorporator

CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

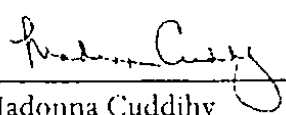
That, Miami Black History Museum, Inc., desiring to organize under the laws of the State of Florida, has named C T Corporation System as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 19 day of February, 2021.

C T CORPORATION SYSTEM



Name: Madonna Cuddihy  
Title: Assistant Secretary

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