

N22600009425

(Requestor's Name)

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☐ PICK-UP

☐ WAIT

☐ MAIL

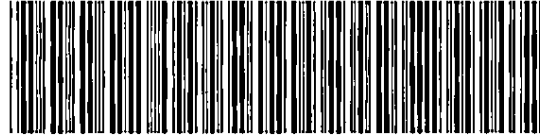
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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S. CHATHAM  
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2022 AUG -9 PM 2:27

22 AUG 15 PM 11:02  
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S. CHATHAM  
CLERK OF SUPERIOR COURT



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED  
2022 AUG 15 PM 2:28

TALLAHASSEE, FL

August 9, 2022

CAPITAL CONNECTION, INC.

SUBJECT: CLEARWATER AFRICAN AMERICAN HISTORICAL & MEMORIAL  
FOUNDATION, INC.

Ref. Number: W22000103070

We have received your document for and your check(s) totaling \$78.75.  
However, the enclosed document has not been filed and is being returned for the  
following correction(s):

According to Florida statute 617, there may be no less than three directors.  
Please amend the document to have at least three directors or zero directors.

If you have any further questions concerning your document, please call (850)  
245-6052.

Summer Chatham  
Regulatory Specialist II  
New Filing Section

Letter Number: 522A00017801

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TALLAHASSEE, FL

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Clearwater African American Historical &

Memorial Foundation, Inc

22 AUG 15 PM 11:02  
FILED  
BUREAU OF REVENUE  
TALLAHASSEE, FLORIDA

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: SETH

08/10/22

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**CLEARWATER AFRICAN AMERICAN HISTORICAL**  
**& MEMORIAL FOUNDATION, INC.**

22 AUG 15 PM 11:12  
RECEIVED  
CLERK OF DISTRICT COURT  
JUDICIAL DISTRICT NO. 1  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name**

The name of the not-for-profit corporation ("Corporation") is CLEARWATER AFRICAN AMERICAN HISTORICAL & MEMORIAL FOUNDATION, INC.

**ARTICLE II**

**Principal Office**

The street address of the principal office for the not-for-profit Corporation is: 2001 World Parkway Apt 31, Clearwater, Florida 33763, and the mailing address is PO Box 4141, Clearwater, Florida 33758.

**ARTICLE III**

**Purposes**

(a) This not-for-profit corporation is organized and shall be managed and operated exclusively for charitable, religious, educational and scientific purposes, and to further engage in the following purposes: to document, celebrate, promote and memorialize Clearwater African American cemeteries, landmarks and buildings within the City of Clearwater and the County of Pinellas.

(b) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any trustee, officer, director or member of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes, including rent expense), and no trustee, officer, director or member of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) 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, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, or any statute of similar import (the "Code"), or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(d) Upon the dissolution of the corporation or the winding up of its affairs, assets shall be distributed exclusively to charitable, religious, scientific or educational organizations that would qualify for the provisions of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IV

##### **Powers and Restrictions**

(a) This corporation shall have and exercise all powers necessary or convenient to affect any and all of the religious, educational, scientific and charitable purposes for which this organization is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

(c) During such times as this corporation is a private foundation in accordance with Section 509 of the Code:

(1) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

(2) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

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(3) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of Code, or corresponding provisions of any subsequent federal tax laws.

(4) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

## ARTICLE V

### **Term of Existence**

The term for which this corporation is to exist shall be perpetual.

## ARTICLE VI

### **Membership**

(a) This corporation is organized on a non-stock basis and shall not issue shares of stock.

(b) Initially, the corporation shall have two members. The number of members may be increased or, if more than one, decreased by the Board of Directors from time to time, but only upon the prior approval by the majority of the then current member(s). The member or members shall elect the Directors of this corporation and shall have the power to remove and replace any or all of the Directors.

(c) The initial members shall be Barbara J. Sorey-Love and Irene Cates.

(d) A membership shall inure to a member's heirs, successors, or assigns. A membership shall be fully transferable by the member, provided that such transfer shall not disqualify this corporation from being (i) exempt from federal income tax under Section 501(c)(3) of the Code or (ii) able to receive contributions which are deductible under Section 170(c)(2) of the Code.

(e) This corporation shall not issue member certificates.

## ARTICLE VII

### **Manner of Election**

Each director shall be elected by the members or a majority of the members and each director elected shall serve an initial three (3) year term.

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U.S. DEPARTMENT OF JUSTICE

## ARTICLE VIII

### Board of Directors

(a) The management of the affairs of this corporation shall be vested in the Board of Directors elected by the members(s).

(b) As provided in the bylaws:

(1) The number of directors may be increased or decreased from time to time by the member(s) but shall never be less than three (3) directors not more than thirteen (13) directors.

(2) The officers shall be elected or appointed by the Board of Directors

(c) A quorum for the transaction of business at meeting of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

(d) Directors may attend a meeting by electronic communication.

(e) To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the directors.

## ARTICLE IX

### Initial Officers and/or Directors

The initial officers and/or directors are as follows, such officers and/or directors to hold office until his or her successor or successors have been duly elected and qualify:

President/Director:

Barbara J. Sorey-Love  
2001 World Parkway Apt 31  
Clearwater, FL 33763

Vice President and Secretary/  
Director:

Irene Cates  
2152 Fulton Way  
Largo, FL 33774

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JANUARY 14 2015

Director:

Jacqueline Hayes  
690 Elm Street  
Safety Harbor, FL 34695

FILED  
2020 AUG 15 PM 11:18  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## ARTICLE X

### **By-Laws**

The by-laws of this corporation may be made, altered, amended, or repealed, and new by-laws may be adopted from time to time, by resolution adopted by the member of this corporation present at any meeting duly called and convened.

## ARTICLE XI

### **Amendment of Articles of Incorporation**

These articles may be amended by resolution adopted by a majority of the member(s) of this corporation present at any meeting duly called and convened.

## ARTICLE XII

### **Registered Agent**

The name of the not-for-profit Corporation's registered agent in Florida is John F. Freeborn. The address of the Corporation's registered office in Florida is 360 Monroe Street, Dunedin, Florida 34698.

## ARTICLE XIII

### **Effective Date**

The effective date for creation of this Corporation shall be the date of filing by the Division of Corporations.

## ARTICLE XIV

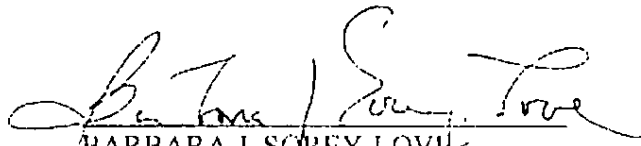
### **Incorporator**

The name and address of the Incorporator is Barbara J. Sorey-Love, 2001 World Parkway, Apt 31, Clearwater, Florida 33763.



I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.

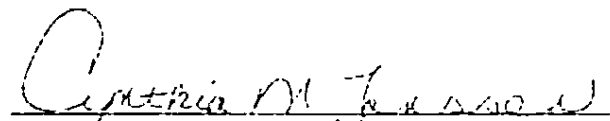
IN WITNESS WHEREOF, we have executed the Articles of Incorporation on this 11<sup>th</sup> day of August, 2022, at Dunedin, Florida.

  
BARBARA J. SOREY-LOVE

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Pinellas to take acknowledgments, by means of ☒ physical presence or ☐ online notarization, by BARBARA J. SOREY-LOVE, personally known to me, (or who identified herself by \_\_\_\_\_) to be the person described in and who executed the foregoing Articles of Incorporation, and who took an oath.

WITNESS MY HAND and official seal in the County and State aforesaid, this 11<sup>th</sup> day of August, 2022.

  
Notary Public  
My Commission Expires:



CYNTHIA M. JANSSEN  
Commission # GG 937572  
Expires March 4, 2024  
Bonded thru Budget Notary Services

22 AUG 15 PM 11:18  
BRIAN  
2022 AUG 15 PM 11:18