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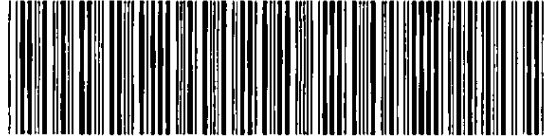
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## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** BETHUNE-COOKMAN UNIVERSITY ALUMNI ASSOCIATION, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Valencia Gallon-Stubbs, Esquire  
\_\_\_\_\_  
Name (Printed or typed)

640 Dr. Mary McLeod Bethune Blvd.  
\_\_\_\_\_  
Address

Daytona Beach, Florida 32114  
\_\_\_\_\_  
City, State & Zip

(386) 481-2035  
\_\_\_\_\_  
Daytime Telephone number

stubbsv@cookman.edu  
\_\_\_\_\_

E-mail address: (to be used for future annual report notification)

**NOTE:** Please provide the original and one copy of the articles.

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**ARTICLES OF INCORPORATION  
OF  
BETHUNE-COOKMAN UNIVERSITY ALUMNI ASSOCIATION, INC.**

**ARTICLE I  
NAME**

The name of the corporation is Bethune-Cookman University Alumni Association, Inc. (the "B-CUAA").

**ARTICLE II  
AUTHORITY**

B-CUAA is organized, pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes, as a not for profit corporation.

**ARTICLE III  
PRINCIPAL OFFICE**

The initial principal office and mailing address of B-CUAA is 558 Oak Street, Daytona Beach, FL 32114. The Board of Directors may, from time to time, change the principal office and mailing address to any other address in Florida.

**ARTICLE IV  
PURPOSE**

B-CUAA is organized and shall be operated exclusively for religious, charitable, literary, scientific, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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. Without limiting or expanding the foregoing, the purpose of B-CUAA is:

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- a) To foster the ideals of Bethune-Cookman University (the "University") and of its illustrious founder, Dr. Mary McLeod Bethune;
- b) To encourage and assist students, graduates, and former students toward the highest development of character and service to mankind;
- c) To foster unity of purposes through an organized structure of regional alumni chapters, professional alumni groups, and alumni affinity groups;
- d) To encourage liberal financial and moral support of the University and its policies;
- e) To assume and maintain active national leadership in the promotion and furtherance of the University; and
- f) To foster acquaintance, fellowship, and understanding among alumni and to serve as a medium of exchange of ideas, and alumni material toward the future development of alumni programs and activities;

provided, however, that such purposes shall not limit the ability of B-CUAA to carry out any other religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE V RIGHTS AND RESTRICTIONS**

No part of the net earnings of B-CUAA shall inure to the benefit of or be distributable to its incorporator, directors, officers, or other private persons except that B-CUAA 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 II hereof. No substantial part of the activities of B-CUAA

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shall be for any political campaign on behalf of or in opposition to any candidate for public office.

## **ARTICLE VI DISSOLUTION**

Upon the dissolution of B-CUAA, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefor, all of B-CUAA's remaining assets shall be distributed to the University. If the University is not in existence, then the remaining assets shall be distributed at the discretion of the Board of Directors to one or more organizations that are organized and operated exclusively for religious, charitable, literary, scientific, or educational purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code.

## **ARTICLE VII MEMBERS**

The Members shall have rights as set forth in the Bylaws. The Bylaws shall state the qualifications of Members.

## **ARTICLE VIII DIRECTORS**

The number of directors shall be not less than three (3) and not more than eleven (11). The qualifications for directors of B-CUAA shall be fixed in the Bylaws. B-CUAA's Board of Directors shall consist of the following classes of Directors:

(a) Ex-Officio Director. The Executive Director of the Office of Alumni Affairs ("Executive Director") of the University, or the individual serving in the equivalent position should a new title be awarded to such role by the University President, shall serve as the Ex-Officio Director. The Ex Officio Director shall serve *ex officio* for a term

that equals his or her tenure in the office specified. The address of the Executive Director is 558 Oak Street, Daytona Beach, Florida 32114.

(b) Appointed Directors. The Appointed Directors of the B-CUAA shall consist of the University's President or his/her designee and the Chairperson of the University Board of Trustees or his/her designee. The remaining initial Board of Directors' names shall be recommended to the Board of Trustees by the University President. The Directors recommended by the President shall serve for a term of two (2) years or until their successors are appointed as set forth in the Bylaws. Those Directors must be appointed and confirmed by the Board of Trustees. The Bylaws will set forth the method for the reappointment, non-reappointment and removal of Directors. The initial Appointed Directors, as confirmed by the Board of Trustees, are as follows:

William Berry, Ph.D.	558 Oak Street, Daytona Beach, Florida 32114
Belvin Perry, Jr., Esq.	558 Oak Street, Daytona Beach, Florida 32114
Mr. David Brewer	558 Oak Street, Daytona Beach, Florida 32114

#### **ARTICLE IX REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of B-CUAA in the State of Florida is 640 Dr. Mary McLeod Bethune Blvd., Daytona Beach, Florida 32114, and the name of the initial registered agent of B-CUAA at that address is Valencia Gallon-Stubbs, Esq. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

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**ARTICLE X**  
**LIMIT ON LIABILITY AND INDEMNIFICATION**

10.1 Limit on Liability. No director, officer, agent or representative of B-CUAA shall be liable to B-CUAA or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act as the same exists or may hereafter be amended.

10.2 Indemnification of Directors and Officers and Others. B-CUAA shall indemnify its directors and officers to the full extent permitted by applicable law. B-CUAA may, to a lesser extent or to the same extent that it is required to provide indemnification for its directors and officers, provide indemnification for its employees and agents; the directors, officers, employees, and agents of its subsidiaries and predecessor entities; and any other person serving any other legal entity in any capacity at the request of B-CUAA, and may contract in advance to do so. B-CUAA is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to B-CUAA or any other legal entity at the request of B-CUAA regardless of B-CUAA's power to indemnify against such liability.

10.3 Amendments. The rights to indemnification conferred in this Article shall be deemed contract rights between B-CUAA and each individual entitled to such rights and shall vest at such time as the act or omission giving rise to the rights under this Article occurs. Once vested, an individual's rights under this Article with respect to such

act or omission shall not be adversely affected by any subsequent repeal, modification, or amendment of these Articles of Incorporation or of B-CUAA's Bylaws.

#### **ARTICLE XI INTERNAL REVENUE CODE**

Each reference in these Articles of Incorporation to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

#### **ARTICLE XII AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law.

#### **ARTICLE XIII INCORPORATOR**

The name and address of the incorporator of B-CUAA are Valencia Gallon-Stubbs, Esq., 640 Dr. Mary McLeod Bethune Blvd., Daytona Beach, Florida 32114. 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.

8/21/24  
Date

By: Valencia Gallon-Stubbs  
Valencia Gallon-Stubbs, Esq., Incorporator

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION  
OF REGISTERED AGENT OF  
BETHUNE-COOKMAN UNIVERSITY ALUMNI ASSOCIATION, INC.**

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.

8/21/24  
Date

Valencia Gallon-Stubbs  
Valencia Gallon-Stubbs, Esq.  
Registered Agent

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