

N95000001841

V. Lynn Whitfield

Attorney At Law

224 Datura Street
West Palm Beach, Florida 33402
(407) 833-2213 • Fax (407) 833-2262

March 13, 1995

SECRETARY OF STATE
Division of Corporation
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

ATTN: Florida Filing

RE: Articles of Incorporation

Dear Sirs:

Enclosed please find the Articles of Incorporation for ROOTS CULTURAL FESTIVAL, INC., along with a check in the amount of One Hundred Twenty Two Dollars and Fifty Cents (\$122.50) to cover the filing fees.

Please forward the certified copy of the Articles and the certificate to:

V. Lynn Whitfield, Esq.
224 Datura Street, Suite 918
Post Office Box 34
West Palm Beach, Florida 33402

If you have any questions, do not hesitate to contact me at the above address or telephone number.

Sincerely,


V. LYNN WHITFIELD, ESQ.

:ltf
Encl.

Lisa GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art Six
DATE 4-18-95
DOC. EXAM Atala

RECEIVED
MARCH 13 1995
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00000014157415
04/13/95--01056--001
***\$122.50 ***\$122.50

5/1/95

**ARTICLES OF INCORPORATION
OF
ROOTS CULTURAL FESTIVAL, INC.**

The undersigned incorporator, for the purpose of forming a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida, adopts the following articles of incorporation for such Corporation:

ARTICLE ONE - NAME

The name of the Corporation shall be **ROOTS CULTURAL FESTIVAL, INC.**

ARTICLE TWO - DURATION

The duration of the corporation shall be perpetual.

ARTICLE THREE - PURPOSES

This Corporation is hereby organized exclusively for charitable, religious and educational purposes, 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, or the corresponding section of any future federal tax code.

ARTICLE FOUR - CORPORATE ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Three hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attemptation to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE FIVE - DISTRIBUTION OF ASSETS

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation 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 SIX - REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office is:

301 SW 14th Avenue
Delray Beach, Florida 33444

and the name of Corporation's registered agent at the following address is:

V. Lynn Whitfield, Esq.
224 Datura Street, Suite 918
West Palm Beach, Florida 33401

ARTICLE SEVEN - MANNER OF ELECTION OF DIRECTORS

The manner in which the Board of Directors are to be elected or appointed will be as set forth in the bylaws.

ARTICLE EIGHT - INCORPORATORS

The name and address of the incorporator is:

Tommy Stevens
507 SW 6th Avenue
Delray Beach, Florida 33447

ARTICLE NINE - INITIAL BOARD OF DIRECTORS

This Organization's affairs are managed by a Board of Directors initially composed of eleven (11) Directors. The number of Directors from time to time may be changed by amendment to the Organization's by-laws. The term of office for all Directors is one year, and any Director may succeed him/herself in office.

ARTICLE TEN - INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS; LIABILITY OF OFFICERS AND DIRECTORS

a. Terms used in this Article shall have the meanings ascribed to them in Florida Statutes Section 607.0141, 607.0850 and 617.0281 or any amended or successor sections of the Florida Statutes.

b. Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, indemnify any Officer, Director, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof; or (b) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expenses of litigating the proceeding to conclusion; provided, however, that the Corporation shall not, under this Section (b) or Section (d), indemnify any

Officer, Director, employee or agent if a judgment, settlement or other final adjudication establishes that the Officer's, Director's, employee's or agent's actions or omissions to act (i) constitute a tortious act relating to such person's actions in a personal or professional capacity or (ii) (1) were material to the cause of action so adjudicated and (2) constitute:

(A) a violation of the criminal law, unless the Officer, Director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; or

(B) a transaction from which the Officer, Director, employee or agent derived an improper personal benefit either directly or indirectly; or

(C) willful misconduct or a conscious disregard for the best interest of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a member.

c. Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section (b) and despite any contrary determination of the board of Directors or, if applicable, the membership of the Corporation, an Officer, Director, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the Court conducting the proceeding, to the Circuit Court, or to any other Court of competent jurisdiction. On receipt of an

application, such Court, after any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the Court determines that:

- (i) the Officer, Director, employee or agent is entitled to mandatory indemnification pursuant to Florida Statutes § 607.0850 (3) or any amended or successor section, in which case the Court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or
- (ii) the Officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section (d).

It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to an employee or agent if (i) the Officer, Director, employee or agent is not entitled to mandatory indemnification pursuant to Section (c)(a) or () the Corporation has not otherwise agreed to indemnify or advance expenses to such Officer, Director, employee or agent pursuant to Section (c)(). The Corporation does not recognize and will not permit any Officer's, Director's, employee's or agent's application for indemnification or advancement of expenses, or both, to any Court if the application is not based in its entirety on a claim that the Officer, Director, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the Officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section (d) hereof.

Section (d). Section (b) shall not be construed to mean that indemnification by the Corporation pursuant to Florida Statutes §607.0850(7) is not permitted. Subject nevertheless to the limitations of Section (b), the Corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses to any Officer, Director, employee or agent under any By-Law, agreement, vote of members, if any, or

disinterested Directors, or otherwise, both as to actions of such Officer, Director, employee, or agent in his or her official capacity and as to actions in another capacity while holding such office.

Section (e). Any indemnification under this Article XI shall be made by Corporation only as authorized in this specific case upon a determination that indemnification of the Officer, Director, employee, or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article XI. Such determination shall be made;

- (i) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;

- (ii) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which designation Directors who are parties may participate) consisting solely two or more Directors not at the time parties to the proceeding;

- (iii) By independent legal counsel:

- (a) selected by the Board of Directors prescribed in Section (e)(i) or the committee prescribed in Section (e)(ii); or

- (b) if a quorum of the Directors can not be obtained for Section (e)(i) and the committee can not be designated under Section (e)(ii), selected by majority vote of the full Board of Directors (in which participate); or

- (iv) By the members of the Corporation by a majority vote of a quorum consisting of members who were at the time not parties to such proceeding, or if no such quorum

is obtainable, an applicable, members who were as well as members who were not parties to such proceeding.

Section (f). Expenses incurred by an Officer or Director defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such Officer or Director to repay such amount if he is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article XI. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms or conditions as the Board of Directors may, from time to time, deem appropriate but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article XI.

Section (h). If any part of this Article XI shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

Section (i). Nothing in this Article XI is intended nor should it be interpreted to limit, in any way, the immunity from civil liability applicable to the Corporation's Officers or Directors, as the same exists in Florida Statutes § 617.0285 or any amended or successor section of the Florida Statutes.

IN WITNESS whereof, I have executed these Articles of Incorporation on
12 day of MARCH, 1975

STATE OF FLORIDA
COUNTY OF

BEFORE ME, a person duly authorized to administer the oath, did personally appear, Tommy Stevens , who is personally known to me or who produced a valid Florida Driver's License as identification and who did take an oath, and says that the above are the Articles of Incorporation of

, which he/she is authorized to file as incorporator.

ACKNOWLEDGED before me on this 13 day of
March, 19

Lisa Freeman
NOTARY PUBLIC
Commission Expires:



LISA FREEMAN
My Commission CC378065
Expires May, 30, 1998
Bonded by HAI
800-422-1555

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


PURSUANT to the provisions of Sections 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is **ROOTS CULTURAL FESTIVAL, INC.**
2. The name and address of the registered agent and office is:

V. Lynn Whitfield, Esq.
224 Datura Street, Suite 918
West Palm Beach, Florida 33401

Having been named as registered agent and to accept service of process for the above state Corporation at the place designated in this Certificate, I hereby accept the 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.

SIGNED this 13th day of March, 1995



V. Lynn Whitfield, Esq.

Registered Agent