

N96000002513

MORRISON & ASSOCIATES
334 SOUTH HYDE PARK AVENUE
TAMPA, FLORIDA 33606

POST OFFICE BOX 998
TAMPA, FLORIDA 33601-0998
TELEPHONE (813) 281-1804
FAX (813) 281-5183

May 7, 1996

Ms. Doris McDuffie
State of Florida
Corporation Division
The Old Jail
409 East Gaines Street
Tallahassee, FL 32301

000001825078
-05/16/96--01096--007
****122.50 ****122.50

RE: RE-SUBMITTAL OF ARTICLES OF INCORPORATION - 22ND
STREET/MARTIN LUTHER KING CHESS ACADEMY, INC.

Dear Ms. McDuffie:

Enclosed please find an original and one copy of the Articles of Incorporation for the corporation enclosed herewith. Please file the original in your offices and certify and return the copy to my attention. Also, enclosed you will find a check or money order payable to the Secretary of the State of Florida in the amount of \$122.50 for applicable fees for Articles of Incorporation.

Reference is made to your previous letter(unfortunatley it was misplaced). The Incorporator and signature added to the Articles.

If you have any questions, please contact me at the number shown above.

Thank you as usual for your assistance.

Sincerely,

DMC
5/10/96

Robert B. Morrison, Jr. /s/
ROBERT B. MORRISON, JR.

Enclosures

FILED
MAY 10 PM 2:53
TAMPA, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 28, 1990

ROBERT B. MORRISON, JR., ESQ.
MORRISON, GILMORE & CLARK
P.O. BOX 958
TAMPA, FL 33601-0958

SUBJECT: 22ND STREET/MARTIN LUTHER KING CHESS ACADEMY, INC.
Ref. Number: W96000006785

We have received your document for 22ND STREET/MARTIN LUTHER KING CHESS ACADEMY, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 896A00014369

MORRISON, GILMORE & CLARK
ATTORNEYS AT LAW

334 SOUTH HYDE PARK AVENUE
TAMPA, FLORIDA 33608

ROBERT B. MORRISON, JR.
MICHAEL L. GILMORE
GEORGE CLARK, III

POST OFFICE BOX 968
TAMPA, FLORIDA 33601-0968
TELEPHONE (813) 881-2804
FAX (813) 881-3803

March 26, 1996

Ms. Doris McDuffie
State of Florida
Corporation Division
The Old Jail
409 East Gaines Street
Tallahassee, FL 32301

RE: ARTICLES OF INCORPORATION

Dear Ms. McDuffie:

Enclosed please find an original and one copy of the Articles of Incorporation for the corporation enclosed herewith. Please file the original in your offices and certify and return the copy to my attention. Also, enclosed you will find a check or money order payable to the Secretary of the State of Florida in the amount of \$122.50 for applicable fees for Articles of Incorporation.

If you have any questions, please contact me at the number shown above. Thank you as usual for your assistance.

Sincerely,

Robert B. Morrison, Jr.
ROBERT B. MORRISON, JR., ESQ., for
MORRISON, GILMORE & CLARK
(Signed in Mr. Morrison's absence
to avoid delay)

enclosure

FILED

96 MAY 10 PM 2:53

FILED
TALLAHASSEE
FLORIDA

ARTICLES OF INCORPORATION
OF
22ND STREET/MARTIN LUTHER KING CHESS ACADEMY, INC.
(A Corporation Not For Profit)

ARTICLE I - NAME

The name of the Corporation is 22ND STREET/MARTIN LUTHER KING CHESS ACADEMY, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this Corporation shall be: 22ND STREET/MARTIN LUTHER KING CHESS ACADEMY, INC., 3701 W. Wyoming Avenue, Apt. 119, Tampa, Florida, 33611.

ARTICLE III - PURPOSE

This Corporation is formed for the purpose of engaging in the following lawful activities not for pecuniary profit:

The purposes for which this Corporation is organized to are:

To develop thinking and decision making skills for school-aged children with further expansion to adults and senior citizens groups;

To employ those strategies which would further the traditional K-123 educational process, promote self-confidence and esteem, along with providing of tutorial programs to assist the objective of educational advancement;

To attend and participate in chess tournaments, seminars and other educational programs which will serve to reinforce the thinking and decision - making skills objective which is part of the purpose of the corporation;

To operate exclusively in any other manner for such nonprofit, charitable and/or educational purposes as will qualify the Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE IV - POWERS

- (A) To enter into, make perform and carry out contracts of every kind and description in furtherance of its corporate purposes.
- (B) To borrow or raise monies for any of the purposes of the Corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments, and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assigned in trust

of the whole or part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.

- (C) To lend money, invest, and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned and invested with any person, firm or corporation.
- (D) To have one or more offices and subject to the restrictions or limitations imposed by law, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property in furtherance of the corporate purposes, in the course of the transaction of the affairs of the Corporation.
- (E) To acquire, construct, convert or expand either plant facilities and business or residential homes or parcels for lease or sale.
- (F) To have and exercise all powers incidental to the foregoing purposes, and to engage in any lawful activity permitted under the not-for-profit laws of the State of Florida.

ARTICLE V - MEMBERSHIP

Membership shall be available in accordance with the Bylaws of the organization.

ARTICLE VI - QUALIFICATIONS AS TAX EXEMPT ORGANIZATION

- (A) No part of the net earning of the corporation shall inure to the benefit of, or be distributed to its members, 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 support of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) in any local campaign on behalf of any candidate for public office.
- (B) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:
1. By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law); or,

2. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE VII - EXISTENCE

The existence of this Corporation shall be perpetual.

ARTICLE VIII - MANAGEMENT

The affairs of the Corporation shall be managed by the Board of Directors whose initial number shall consist of at two (2) members, as certified by the Bylaws of Corporation.

ARTICLE IX - INITIAL DIRECTORS

The names and addresses of the following three (3) persons shall serve as the initial Directors. The number of Directors shall be at least three (3) and no more than two (3) unless the members in good standing of the Corporation votes and approves a revision to the number of official Directors by majority vote. Also, one Director shall chair all standing and ad hoc committees formed by the Board of Directors, as provided for in the Bylaws of the Corporation.

NAME	ADDRESS
Charles Brown Director/President	3701 W. Wyoming Avenue Apt. 119 Tampa, FL 33611
Tachosoon F. Williams Director	P.O. Box 75575 Tampa, FL 33625
Robert B. Morrison, Jr. <u>Director</u>	8302 River Highland Place Tampa, FL 33606

ARTICLE X - DIRECTORS SELECTION AND TENURE

Members of the Board of Directors shall be elected as provided otherwise by the Bylaws of the Corporation.

ARTICLE XI - REGISTERED OFFICE AND AGENT

The initial address in Florida of the registered office of the Corporation is 334 South Hyde Park Avenue, Tampa, FL 33606. The name of the initial registered agent is ROBERT B. MORRISON, JR.

ARTICLE XII - DISSOLUTION

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organization, organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an

exempt organization or organizations under Section 501(c)(3) of the code, or the corresponding provision of any subsequent United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 XIII - BYLAWS

- (A) The Board of Directors shall prepare the Bylaws of the Corporation and propose the Bylaws to the members in good standing of the Corporation.
- (B) The Bylaws will be effective upon the majority vote of the members in good standing of the Corporation approving the Bylaws.
- (C) Subsequent amendments to the Bylaws may be proposed by the Chairman of the Board of Directors or a duly appointed Bylaws Committee of Directors as appointed by the Chairman of the Board of Directors. Each proposed amendment must be approved by a majority of the members in good standing of the Corporation.

(D) The Bylaws of the corporation may be rescinded by a two-thirds (2/3) vote of the members in good standing of the Corporation.

ARTICLE XIV - NON-STOCK CORPORATION

The Corporation is organized under a non-stock basis.

ARTICLE XV - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert B. Morrison, Jr.	8302 River Highland Tampa, FL 33617

ARTICLE XVI - AMENDMENTS

The Articles of Incorporation and Bylaws may be made, altered, rescinded or amended by a two thirds (2/3) vote of the majority of the members, after proper notice, present and voting any at any regular meeting or special meeting called for that purpose.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation as Incorporator of 22ND STREET/MARTIN LUTHER KING CHESS ACADEMY, INC.

Robert B. Morrison, Jr.
ROBERT B. MORRISON, JR.

CERTIFICATE

FILED
96 MAY 10 PM 2:53
SEAL
TALLAHASSEE STATE
FLORIDA

That 22ND STREET/MARTIN LUTHER KING CHESS ACADEMY, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 334 South Hyde Park Avenue, Tampa, Hillsborough County, State of Florida, 33606, as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping designated office open.

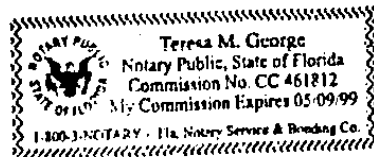
Robert B. Morrison Jr
ROBERT B. MORRISON, JR.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 29th day of APRIL, 1996, by ROBERT B. MORRISON, JR., as a Director of 22ND STREET/MARTIN LUTHER KING CHESS ACADEMY, INC., a Florida corporation, on behalf of the corporation. He is (personally known to me).

Robert B. Morrison Jr
ROBERT B. MORRISON, JR.



Teresa M. George
Notary Public

My Commission Expires: