

N98000000297

Cleveland FERGUSON III

Requestor's Name

3219 THOMASVILLE ROAD Apt 1B

Address

TALLAHASSEE FL 32312 (850) 885-6749

City/State/Zip

Phone #

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. TALLAHASSEE GUIDELIGHT FOUNDATION, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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98 JAN 20 PM 1:56  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
AUTHORIZATION BY PHONE TO  
GIVE  
anonym  
corp name +  
work document  
DATE  
DOC EXAM

P. Hall

JAN 20 1998

Examiner's Initials

**ARTICLES OF INCORPORATION  
TALLAHASSEE GUIDERIGHT FOUNDATION, INC.**

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**ARTICLE I - NAME**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name of the organization shall be the "Tallahassee Guideright Foundation, Inc."

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address shall be 1100 East Tennessee Street, Tallahassee, Florida 32308.

**ARTICLE III - PURPOSE**

The purpose of the Tallahassee Guideright Foundation, Inc., is exclusively charitable, religious, scientific, literary, and educational.

More specifically, the Tallahassee Guideright Foundation, Inc., will exist to provide teenage young persons academically oriented services such as tutorial help, guide-right training, leadership training, career guidance, and career exposure in an effort to inspire them to use the full measure of their innate abilities in their homes, schools, and communities; to promote themselves and the peace and tranquility of their environments; to provide scholarships, loans, and other kinds of financial aid for both undergraduate and graduate students; to provide seed monies to construct or rehabilitate housing for undergraduate students where feasible; to provide seed monies for the establishment of housing for the elderly and the physically and/or mentally challenged; to promote the general welfare by providing from time to time services to the community to prevent its deterioration, to encourage the rehabilitation, and to promote the development of its people, physical assets, and institutions.

The purpose of the Tallahassee Guideright Foundation, Inc., is exclusively charitable, religious, scientific, literary, and educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1954 as amended, and including within such purposes the making of distributions to organizations that qualify as exempt organizations under the said §501(c)(3) of the Internal Revenue Code, as amended, and further:

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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 these Articles of Incorporation.

B. Notwithstanding the purpose as set forth herein, the corporation shall conform to the requirements of §§501(a)(c)(3) of the Internal Revenue Code and in the event of dissolution of the corporation, any remaining assets shall be distributed only to such

organizations which are exempt under §501(c)(3) of the Internal Revenue Code.

C. No substantial part of its activities or any organization to which it may contribute shall be for the carrying on of propaganda, or otherwise attempting to influence legislation or participate in or influence any political campaign, or any other activity which would disqualify corporations from tax exemption under Section 501 of the Internal Revenue Code or other applicable Federal, State, or Local law(s) or regulation(s) now or hereafter enacted.

D. The Corporation shall neither engage in prohibited transactions as defined in §501(c) of the Internal Revenue Code, and any successor section, nor shall it unreasonably accumulate income or otherwise invest in such a manner that would result in a denial of tax exemption under applicable Federal, State, or Local law(s) or regulation(s) now or hereafter enacted.

E. In compliance with the Internal Revenue Code of 1954, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under §4942 of the 1954 Code, and shall not engage in any act of self-dealing as defined in § 4941(d), retain any investments in such manner as to subject the Corporation to tax under §4944 to make any taxable expenditures as defined in §4945(d) of the 1954 Code, or corresponding provisions of any subsequent Federal Tax Law.

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

#### **ARTICLE IV - BOARD OF DIRECTORS (BOD)**

**Section 1. Number and Qualifications.** The affairs of the Corporation shall be governed by a Board of Directors (BOD) composed of eight (8) persons. Except as otherwise required by law, the Directors need not be residents of the State of Florida and need not be elected from among the General Membership of the Corporation. The Directors shall be broadly representative of community interests and professional experience as determined by the General Membership.

**Section 2. Governing Powers.** The BOD shall have all the powers and duties necessary or appropriate for the administration of the affairs of the Tallahassee Guideright Foundation, Inc., and may perform such acts not otherwise prohibited by Florida law, these Articles of Incorporation, By-Laws, or the General Membership.

**Section 3. Election and Terms of Office.** Candidates for a position on the Board of Directors shall be elected by the General Membership via secret ballot at the Annual Meeting in May.

**A. Election.** The Commissioners of Election shall be in charge of election portion of the meeting. In the event that persons who are not Members of the Tallahassee

Alumni Chapter of Kappa Alpha Psi Fraternity, Inc., are nominated to be Directors, a separate meeting of the General Membership shall be convened for the purposes of interviewing these candidates. Should these persons reside outside of the Tallahassee area, the nominating Member will be responsible for presenting the candidate to the General Membership. A candidate shall in no way be discriminated against for being unable to participate in the interview meeting of the General Membership in person.

**B. Terms of Office.** One Directorship position shall be held by the current Polemarch of the Tallahassee Alumni Chapter of Kappa Alpha Psi Fraternity, Inc., who shall sit by virtue of his office as the President, and Chief Executive Officer (CEO) of the Tallahassee Guideright Foundation, Inc. His term shall last only so long as he serves as the Polemarch of the Tallahassee Alumni Chapter. All others Directors shall serve as follows: the term of three (3) Directors shall be fixed for three (3) years; the term of two (2) Directors shall be fixed to two (2) years; and the term of two (2) Directors shall be for one (1) year. The Directors shall hold office until their successors have been elected and qualified.

**Section 4. Vacancies.** Vacancies in the BOD caused by any reason other than the removal of a Director by a vote of the General Membership shall be filled by a vote of the majority of the remaining Directors, even though they may constitute less than a quorum; and each person so elected shall be a Director until a successor is elected by the Members at the next annual meeting. Any vacancy must be filled within forty-five (45) days, or at the next meeting of Directors, whichever occurs first.

**Section 5. Removal of Directors.** At any annual or special meeting of the General Membership, any one or more of the Directors may be removed with or without cause by vote of the majority of the entire Membership of record. A successor Director may be immediately elected to fill the vacancy thus created. Any Director whose removal has been proposed by the Members shall be given an opportunity to be heard at this meeting. A Director may resign by submitting his/her written resignation to the Secretary of the Tallahassee Guide Right Foundation, Inc., which shall become effective immediately upon receipt of the same by the Secretary.

**Section 6. Compensation.** Directors as such, shall not receive any stated salary for their services, but by resolution of the BOD, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the BOD and they may be reimbursed for actual expenses incurred by them in the performance of their duties, provided that nothing herein contained shall be construed to preclude any Director from serving in any other capacity and receiving compensation therefor.

**Section 7. Annual Meeting.** Except as otherwise provided by law, a meeting of the BOD for the purpose of the election of officers and the consideration of any other business that may properly come before it, shall be held immediately after the annual meeting of the General Members, at such place as the BOD may determine and no notice of such meeting shall be

necessary.

**Section 8. Regular Meetings.** Regular meetings of the BOD may be held at such time and place as shall be determined by a majority of the Directors, but at least two such meetings shall be held during the fiscal year. Notice of regular meetings of the BOD shall be given to each Director, by reasonable means of communication including, personally, mail, facsimile, and/or telephone, at least five (5) days prior to the day named for such meeting.

**Section 9. Special or "Call" Meetings.** Special or "call" meetings of the BOD may be called by the President or Secretary upon direction by a majority of the Directors in office on two (2) days notice to each Director, by reasonable means of communication including, personally, mail, facsimile, and/or telephone, which the notice shall state the time, place, and purpose of the meeting(s).

**Section 10. Waiver of Notice.** Before or at any meeting of the BOD, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the BOD shall be a waiver of notice by him/her of the time and place thereof. If all the Directors are present at any meeting of the BOD, no notice shall be required and any business may be transacted at such meeting. To the extent permitted by law, any lawful action of the BOD may be taken without a meeting if written consent to such action is signed by all the Directors and filed with the minutes of the BOD.

**Section 11. Quorum.** At all meetings of the BOD, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the BOD, except where a larger number is required by Florida law, these Articles of Incorporation, the By-Laws, or the General Membership. If at any meeting of the BOD, there is less than a quorum present, the majority of those present may adjourn the meeting. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

## **ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The Registered Agent of the Tallahassee Guideright Foundation, Inc., shall be George Drumming, Jr., Esq., at 203 North Gadsden Street, Tallahassee, Florida 32301.

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ARTICLE VI - INCORPORATORS

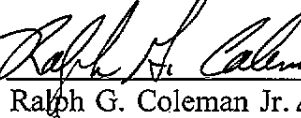
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The name and addresses of the incorporators to these Articles of Incorporation are:

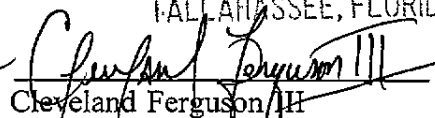
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Alvin Barrington  
Post Office Box 38249  
Tallahassee, FL 32315



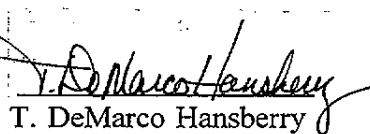
Ralph G. Coleman Jr.  
2415 Castletower Lane  
Tallahassee, FL 32301



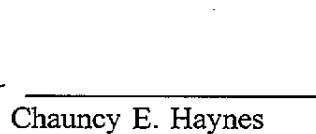
Cleveland Ferguson III  
3219 Thomasville Rd. Apt. 1B  
Tallahassee, FL 32312



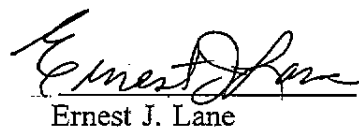
John Grayson  
6646 Man-O-War Trail  
Tallahassee, FL 32308



T. DeMarco Hansberry  
2308 Dillon Court  
Tallahassee, FL 32312



Chauncy E. Haynes  
4122 White Pine Court  
Tallahassee, FL 32311



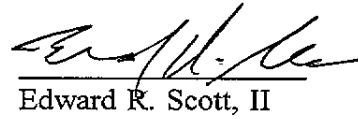
Tony A. Jordan  
403 Haydon Rd. #119  
Tallahassee, FL 32304

Ernest J. Lane  
2076 White Ash Way  
Tallahassee, FL 32308



Michael R. Moore, J.D.  
2901 Tyron Circle  
Tallahassee, FL 32308

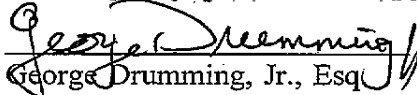
Herbert G. Parker  
3510 Tullamore Lane  
Tallahassee, FL 32308-3127



Edward R. Scott, II  
2304 Monaco Drive  
Tallahassee, FL 32308

1/15/98  
Date

I accept my position as registered agent.



George Drumming, Jr., Esq.  
Registered Agent  
203 North Gadsden Street  
Tallahassee, Florida 32301

1/15/98  
Date