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LAW OFFICES OF

Noel G. Lawrence, P.A.

Attorneys & Counselors at Law

100 Riverside Avenue
Jacksonville, FL 32202

Telephone: (904) 356-9928
Facsimile: (904) 356-6762

January 8, 1998

Secretary of State of Florida
Division of Corporations
The Capitol
Tallahassee, FL 32301

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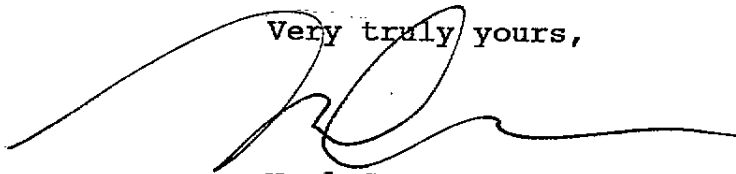
RE: BLACK COLLEGE REUNION, INC.
Document Number:

Dear Sir/Madam:

Enclosed please find a check for \$70.00 to cover the charges for the incorporating, inclusive of the charges for certifying the receipt of the document for incorporation of the corporation on the above referenced.

If you have any questions or concerns, please do not hesitate to contact me immediately. Thank you for your anticipated courtesy and cooperation.

Very truly yours,



Noel G. Lawrence

NGL/cfr

Enclosure(s)

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 27, 1998

NOEL G. LAWRENCE, P.A.
100 RIVERSIDE AVENUE
JACKSONVILLE, FL 32202

SUBJECT: BLACK COLLEGE REUNION, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT corporation. Please be advised, we have corrected our records to reflect this corporation as a NON-PROFIT corporation and assigned new document number N98000000473 with the original file date of January 9, 1998.

Any annual reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
Barbara Brock
Document Specialist
New Filing Section

Letter number: 198A00004547

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BLACK COLLEGE REUNION, INC.

We, the members of **BLACK COLLEGE REUNION, INC.**

the undersigned hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I:

Name of Corporation

The name of the corporation shall be **BLACK COLLEGE REUNION, INC.**

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized for the operation, of any and all lawful business.

ARTICLE III

Duration

The term of existence of the corporation is perpetual existing five business days from the date of filing.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- A. For charity, education, cultural pursuits, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. To operate exclusively for charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V

Management of Corporate Affairs

- A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be named, if necessary.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualifications of the successors in office. Annual meetings shall be held on the first Thursday in December of each year at such place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws for this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
ELIZABETH COPELAND	461 FRED GAMBLE WAY ORMOND BEACH, FL 32174
THOMAS COPELAND	461 FRED GAMBLE WAY ORMOND BEACH, FL 32174
SHARON SUMERSETT	1182 BERKSHIRE ROAD DAYTONA BEACH, FL 32114

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

NAME AND ADDRESS

THOMAS COPELAND (PRESIDENT)	461 FRED GAMBLE WAY ORMOND BEACH, FL 32174
ELIZABETH COPELAND (TREASURER)	461 FRED GAMBLE WAY ORMOND BEACH, FL 32174
SHARON SUMERSETT (SECRETARY)	1182 BERKSHIRE ROAD DAYTONA BEACH, FL 32114

ARTICLE VI

Earnings and Activities of Corporation

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 IV hereof.
- B. 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, and intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation

exclusively for the purposes of the corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes and to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Membership

The qualification for members and the manner of their admission shall be regulated by the by-laws for this corporation.

ARTICLE IX

Incorporators

The name and residence address of the Incorporator of this corporation is Noel G. Lawrence, 100 Riverside Avenue, Jacksonville, FL 32202.

ARTICLE X

Amendment of By-Laws

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation's Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the By-Laws.

ARTICLE XI

Dedication of Assets

The property of this corporation is irrevocably dedicated to education, charitable purposes, and no

part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

Registered Agent And Office

The name and address of the corporation's registered officer is Noel G. Lawrence, Esquire, 100 Riverside Avenue, Jacksonville, Florida 32202.

ARTICLE XIII

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of member for their vote in the manner set forth in the By-Laws of this corporation.

ARTICLE XIV

Indemnification

This corporation shall indemnify an officer or Board Member, to the full extent permitted by law.

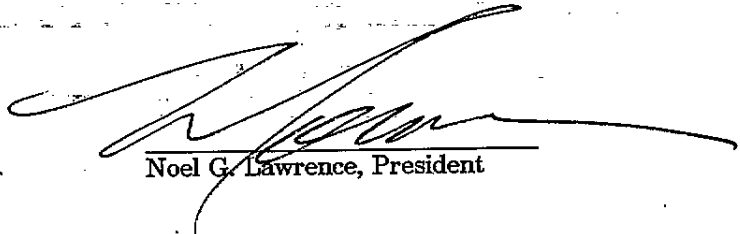
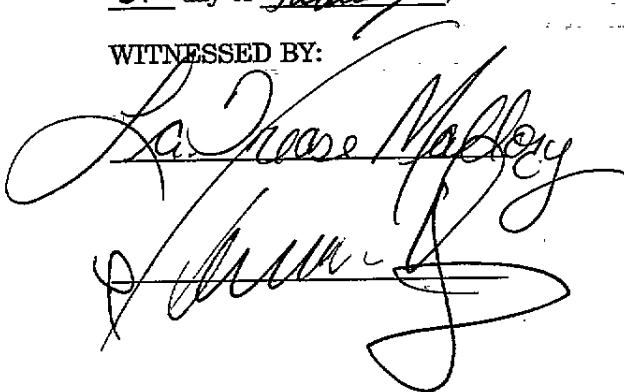
ARTICLE XV

Principal Place of Business

The principal place of business is 100 Riverside Avenue, Jacksonville, Florida 32202.

I, the undersigned, being the Incorporator of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 6th day of January, 1998 retroactive to the effective date of filing.

WITNESSED BY:



Noel G. Lawrence, President

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared, Noel G. Lawrence, who, after first being duly sworn, deposes and says that he is the person described in the foregoing Articles of Incorporation and he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 6th day of

January, 1998.

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

_____ personally known to me

_____ produced identification _____



TERRENCE L. WEIR
My Commission CC457669
Expires May. 01, 1998
Bonded by HAI
800-422-1555

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep my office open during prescribed hours; to post my name and address (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law. I am familiar with, and accept, the obligations provided for in Section 607.325 Florida Statutes.

617-0503

Noel G. Lawrence, Esquire
100 Riverside Avenue
Jacksonville, Florida 32202
(904) 356-9928
Florida Bar Number: 844251

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ATTORNEY GENERAL
TALLAHASSEE, FLORIDA