

TRANSMITTAL LETTER

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

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-02/16/98--01034--021
*****78.75 *****78.75

SUBJECT: Pathfinder Historians Corporation
(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

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FROM:

Michael Kobold

Name (Printed or typed)

P O Box 372176

Address

Satellite Beach, FL 32937-0176

City, State & Zip

(407) 951-6829 or 768-0923

Daytime Telephone number

mkobold@pathfinder.org

www.pathfinder.org

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

2-17-98
MM

ARTICLES OF INCORPORATION

The undersigned on page 3, acting as the incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be the

Pathfinder Historians Corporation.

ARTICLE II

Principal place of business and mailing address

The principal place of business and the mailing address of the corporation shall be

348E Versailles Drive, Melbourne Beach, FL 32951.

Telephone: (407) 768-0923

Email: info@pathfinder.org

ARTICLE III

Purposes

The specific purposes for which the corporation is organized includes the continuation of the work of the Michigan non-profit corporation Pathfinder Historians Corporation. This facilitates movement of the corporation to Florida. The Internet World Wide Web site will remain on garlic.com (South Valley Internet in San Martin, California) at <http://www.pathfinder.org>.

On 31 January 1997, the U. S. Treasury Department IRS granted the Pathfinder Historians Corporation exemption from federal income tax under section 501 (a) of the Internal Revenue Code as an organization described in section 501(c)(3). The IRS Employer ID for this corporation is 38-3289800.

Additional purposes are as follows.

- a. To operate exclusively for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes the making of distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3).
- b. To receive and administer funds; to acquire, invest, dispose of, and deal with real and personal property and interests therein; and to apply gifts, grants, contributions, bequests and devises, and the income and proceeds thereof, in furtherance of the purposes of the Corporation, with all the powers conferred upon it by the provisions of Florida nonprofit corporation acts and the Articles of Incorporation and Bylaws of the Corporation.
- c. The Corporation seeks to educate political science, history, business, law, and journalism students (PSHBLT students) and get to the facts concerning the legacy of enslavement in the United States (specifically slaves of African decent). To this end the Corporation will award scholarships and

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fellowships for research through real estate and other records via databases and on locations from sites of former "plantations" to sites of former slave markets.

The Corporation's objective is to merely publish the results in the internet home page (<http://www.pathfinder.org>) and PSHBLT journals, to help the students become published, and to publish factual data with the intention of educating the public when they read these journals or browse the web site. The primary goal is to publish a list of those organizations that control concentrations of more than \$1 Million from slave profits after deductions for management of the enterprises and trusts. This is NOT a political or legal organization.

Since this is a mere publication and educational organization, the Corporation is not responsible for what U.S. citizens and others do with the data or because of the data, nor is the Corporation responsible for others' preconceptions, motivations, intentions, or misinterpretations.

This activity should provide clarification and eventually conciliation benefits to the entire United States of America.

- d. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted by a Corporation exempt from federal income tax under Code Section 501(c)(3), or by a corporation, contributions to which are deductible under Code Section 170(c)(2).
- e. No part of the net income of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Article III.
- f. No substantial part of the activities of the Corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, (except as provided in Code Section 501 (h)) and the Corporation shall not participate in, or intervene in (including the publishing and distribution of statements) and political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE IV

Organization: Directorship and Elections

The Corporation is organized upon a non-stock (directorship) basis. At the first annual meeting of members, the members shall elect board members (This meeting occurred in September 1995 electing the first and current chairman of the board of directors and President of the Michigan Pathfinder Historians Corporation, Michael C. Kobold). On 1 November 1997 The board elected Dianne Sarkisian to the board of directors of the Michigan Corporation effective 5 Nov 1997. On 1 November 1997 the board elected Pedro Encarnacion to the board of directors effective 1 December 1997. These are the board members for this Florida non-profit corporation, Pathfinder Historians. A board member shall hold office for the term elected and until a successor is elected an qualified, or until the board member resigns or is removed. The board so elected shall hold office until the succeeding annual meeting, at which time the members shall again elect board members. Details of board member elections, terms, and conditions of service are in the Bylaws of the Corporation.

Chairman of the Board:

Michael C Kobold, P O Box 372176, 155 Sunrise Avenue, Satellite Beach, FL 32937 - 0176
mkobold@pathfinder.org

Board Member: Diane Sarkisian, 5330 Middlebelt, West Bloomfield, MI 48323, diane@pathfinder.org

Board Member: Pedro Encarnacion, 2537 Braeburn Circle, Ann Arbor, MI 48108, pedro@pathfinder.org

ARTICLE V

Dissolution, Limitation of Corporate Powers, and Liability

In the event of dissolution of the Corporation, the Board of Directors shall cause the assets of the Corporation to be distributed as follows:

- a. All liabilities of the Corporation shall be paid or adequate provisions made for payment.
- b. All of the Corporation's remaining assets, real and personal, shall be distributed to the U.S. Federal Treasury or its successor. Any such assets not so disposed of, for whatever reason, shall be disposed of by order of the Circuit Court for the County of Brevard, Florida, to such organization(s) as said court shall determine, which are organized and operated exclusively for charitable purposes.

In addition to other limitations include those outlined in Article III, Purposes, sections c., d., e., and f.

The Corporation limits liability as follows.

- c. To the full extent permitted by law, no volunteer director of the Corporation shall be personally liable to the Corporation or its members for damages for breach of the director's fiduciary duty.
- d. To the full extent permitted by law, the Corporation assumes all liability to any person other than the Corporation or its members for all acts of omissions of a volunteer director.
- e. The Corporation assumes the liability for all acts or omissions of a non-director volunteer, provided that:
 - i. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
 - ii. The volunteer was acting in good faith;
 - iii. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
 - iv. The volunteer's conduct was not an intentional tort; and
 - v. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle as described in Florida State nonprofit corporations acts.

ARTICLE VI

Initial registered agent and street address

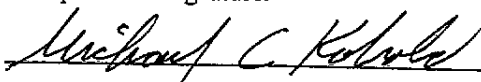
Initial registered agent is Michael C. Kobold at P O Box 372176, 155 Sunrise Avenue, Satellite Beach, FL 32937 - 0176.

ARTICLE VII

Incorporator

Incorporator is Michael C. Kobold, PO Box 372176, 155 Sunrise Avenue, Satellite Beach, FL 32937-0176.

The undersigned incorporator executed these Articles of Incorporation this 11th day of February, 1998.
Incorporator's Signature:



Michael C. Kobold

CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 or 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: Pathfinder Historians Corporation
2. The name and address of the registered agent and office is:

Michael C. Kobold

P O Box 372176
155 Sunrise Avenue
Satellite Beach, FL 32937 - 0176

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointments 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 positions as registered agent.

Michael C. Kobold
(signature)

11 February 1998
(date)

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