

THE LAW OFFICE OF
SAMUEL A. MUTCH, P.A.

N98 0000017 08

March 17, 1998

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE FL 32314

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-03/23/98--01112--008
*****70.00 *****70.00

RE: *American Beach Legal Defense Fund, Inc.*

Dear Sir:

Enclosed please find the original and one copy of Articles of Incorporation of American Beach Legal Defense Fund, Inc., together with this firm's trust account check # 1095, in the amount of \$70.00. I have also attached a Certificate of Acceptance of Designation of Registered Agent Status to the corporate articles.

The check is to cover cost the filing fees for the Articles of Incorporation and fee for Registered Agent Designation for the above-named corporation. Please file the articles and activate the corporation on day received, or as soon thereafter as possible.

Sincerely,

SAMUEL A. MUTCH, P.A.


Samuel A. Mutch

SAM/ph

Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2790 NW 43RD STREET • SUITE 100 MERIDIEN CENTRE • GAINESVILLE FL • 32606
PHONE: (352) 378-5599 • FAX: (352) 378-3388

CB
3/24/98

**ARTICLES OF INCORPORATION
OF
AMERICAN BEACH LEGAL DEFENSE FUND, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is AMERICAN BEACH LEGAL DEFENSE FUND, INC.

ARTICLE II - STATEMENT OF CORPORATE NATURE

This is a non-profit Corporation organized solely for the general charitable purposes pursuant to the *Florida Corporation Not-for-Profit Act* set forth in Part I, Chapter 617, *Florida Statutes*.

ARTICLE III - GENERAL AND SPECIFIC PURPOSES

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

1. To promote the preservation and protection of American Beach in Nassau County;
2. To provide legal defense to the people and land owners in American Beach, Florida to ensure that their property rights and civil rights are protected as citizens of the State of Florida and the United States of America;
3. To protect American Beach from the predations of development on the island which will directly affected the environment of American Beach and the historic significance of American Beach in the history of Nassau County, the State of Florida and the United States of America as one of the only beaches developed for African-Americans during the dark days of segregation; and
4. For other charitable, educational, legal defense, historical education and promotional purposes and environmental protection purposes.

ARTICLE IV. - TERM & INITIAL OFFICE

This Corporation shall have a perpetual existence. The mailing address of the initial corporate offices shall be 2790 NW 43rd Street, Gainesville, Florida 32606.

ARTICLE V. - MEMBERSHIP

The Corporation shall have a membership distinct from the Board of Directors. The qualifications for members and the manner of their admission shall be regulated by the Bylaws of the AMERICAN BEACH LEGAL DEFENSE FUND, INC.

ARTICLE VI - 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. The number of Directors of the Corporation shall be not less than seven provided, however, that such number may be changed by a bylaw duly adopted by the Board.

The Directors elected at the first annual meeting, and at all times thereafter, shall serve a term of one year until the annual meeting of the members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 7:00 p.m. on the 2nd Tuesday of May of each year at the principal office of the Corporation, or at such other 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 will have the force and effect as if taken by unanimous written consent of the Board of Directors without a meeting and that Articles of Incorporation and Bylaws of this Corporation authorize the Trustees to so act. Such a statement shall be *prima facie* evidence of such authority.

B. Corporate Officers. The Board of Directors shall elect the following officers: president, vice president, treasurer, secretary, financial secretary, and chaplain and such other officers as the Bylaws of this Corporation may authorize the Trustees 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:

Gary Hunter	-	President
George Green	-	Vice President
Yvonne Hampton	-	Secretary
Earnestine L. Smith	-	Treasurer
Comilla E. Bush,	-	Financial Secretary/board member
Emma Morgan	-	Chaplain/board member

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of initial Registered Office is 2790 NW 43rd Street, Gainesville, Florida 32606 and the name of the initial registered agent is Samuel A. Mutch, Esq.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The names and address of the eight people constituting the initial Board of Directors are:

Gary Hunter, Jacksonville, FL	Yvonne Hampton, American Beach, FL
George Green American Beach, FL	Comilla E. Bush, American Beach, FL
Earnestine L. Smith, American Beach, FL	David Queen, Jacksonville, FL
Emma Morgan, American Beach, FL	MaVynnee Betsch, American Beach, FL

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator is:

Gary Hunter
8415 Capricorn Street
Jacksonville FL 32216

ARTICLE X - DEDICATION OF ASSETS

In the event of the dissolution, the residual assets of the organization will be turned over by the Board of Directors to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the *Internal Revenue Code* of 1954 or the corresponding sections of any prior or future laws, or to any environmental organization.

ARTICLE XI - AMENDMENTS OF ARTICLES

The Articles of the Incorporation may be amended by a vote of two-thirds (2/3) of all Directors present at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose.

ARTICLE XII - BYLAWS

Subject to limitations contained in the Bylaws, and any limitations set forth in the Corporations Not-for-Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution approved by a two-thirds (2/3) vote of all the Directors present of any meeting of the Board of Directors or by following the procedure set forth therefor in the Bylaws.

ARTICLE XIII - INDEMNIFICATIONS

The Corporation shall indemnify and hold harmless the Officers and Directors of this Corporation from and against any and all cause and causes of action, liabilities, losses and damages of any kind or nature, including any reasonable attorney's fees and expenses incurred in connection with the execution of their duties or the exercise of their discretion taken on behalf of the Corporation, except when the same is judicially determined to be due to the gross negligence or willful misconduct of such persons. Nevertheless, the Corporation shall be given reasonable notice by such persons of any such action and be given reasonable opportunity to assume the defense against the same and to indemnify and hold harmless said persons therefrom.

I, the undersigned, being the Incorporator of the Corporation, for the purpose of forming this nonprofit, charitable corporation under the laws of the State of Florida have executed these Articles of Incorporation on this 20 day of March 1998.



GARY HUNTER

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE me, the undersigned authority, personally appeared GARY HUNTER who, being by me first duly cautioned and sworn, deposes and says that he is the individual who executed the foregoing instrument and acknowledged to and before me that he executed the same for the

purposes therein expressed.

WITNESS my hand and official seal this 26th day of March 1998.

Yvonne F. Hanton
NOTARY PUBLIC, State of Florida
YVONNE F. HANTON
MY COMMISSION EXPIRES
July 19, 1999
Printed Name of Notary
My Commission Expires:
Commission No. (if any):

**CERTIFICATE OF ACCEPTANCE OF
DESIGNATION OF REGISTERED AGENT OF AMERICAN BEACH LEGAL DEFENSE
FUND, INC.,**

Pursuant to §§ 48.091 and 617.0501, *Florida Statutes (1997)*, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon **AMERICAN BEACH LEGAL DEFENSE FUND, INC.,** a Corporation Not-for-Profit, organized under the laws of the State of Florida, does hereby accept the appointment of Registered Agent for the above-named Corporation and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said Corporation, which Registered Office is located at 2790 NW 43rd Street, Gainesville FL 32606.

IN WITNESS WHEREOF, I, the said Registered Agent have hereunto set my hand and seal at Gainesville, Alachua County, Florida, on this ____ day of March, 1998.

Samuel A. Mutch
SAMUEL A. MUTCH