

N9800002425

Dr. Franklin D. Hamilton

Requestor's Name

460 - Foothill Hillyer

Address

Tallah, FL 32307

City/State/Zip

Phone #

Office Use Only

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

1. FAMU CDC

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 28 AM 11:35

☒ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☒ Will wait

☐ Photocopy

☒ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<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

200002503062--6

-04/28/98--01074--008

*****78.75 *****78.75

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

RECEIVED
98 APR 28 AM 11:24
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

4-27
WS

**ARTICLES OF INCORPORATION
OF
FAMU COMMUNITY DEVELOPMENT CORPORATION
(A Corporation Not-For-Profit)**

I, THE UNDERSIGNED, being a natural person, do hereby establish a corporation under Chapter 617, Florida Statutes, as amended, of the Laws of the State of Florida applicable to corporation not-for-profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation, hereinafter called the Corporation, shall be: **FAMU COMMUNITY DEVELOPMENT CORPORATION.**

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal office of the Corporation shall be located at 400 Foote-Hilyer, Florida A&M University, City of Tallahassee, County of Leon, State of Florida, Zip code 32307, provided that the Corporation shall have the power to conduct its business anywhere within or outside of the State of Florida or the United States of America.

**ARTICLE III
PURPOSES**

Section 1: The purposes for which the Corporation is founded are:

- (a) To provide for increased African American and low-income participation in, maximum utilization of, and the derivation of a greater share of the benefits from economic and business development ventures in the City of Tallahassee, Gadsden County and Jackson County, Florida, and elsewhere as deemed practical, through the establishment of a Community Development corporation to provide for increased business development and employment opportunities for African American and low-income populations by engaging in the development of business, ventures and transactions;
- (b) In connection with Florida A&M University, and independently thereof in case it is found necessary, to provide for a community education program that will emphasize the need for community involvement and the benefits that can be derived from widespread participation in the activities of the corporation, the education process being designed to engender the interest in community owned enterprise and economic development, exploring non-traditional business and economic development concepts to include community cooperatives, employee ownership ventures and various combinations of these concepts as well as traditional business enterprises;
- (c) To organize a non-profit corporation and to associate together persons, associates and affiliated groups to operate exclusively for all purposes described, permitted and limited in Section 501(c)(3) and section 401(a) of the 1954 Internal Revenue Code, hereinafter referred to as the Code. For the purposes and powers as set forth in these Articles of Incorporation, references to the provisions of the Code shall be deemed to include

Statutes which succeed such provisions and all appropriate regulations and rulings of the Internal Revenue Service pursuant thereto.

- (d) Such corporation shall have, use and enjoy any and all powers necessarily or properly incident to or connected with the purposes defined in (a) and (b), including the power to acquire in any lawful manner property, real, personal or mixed, or interest therein, as may be necessary for the transaction of its business or the execution of any trust and may hold, use, lease, sell, mortgage, pledge, assign, transfer or convey the same or any part thereof.

Section 2: All the assets and earnings of the corporation shall be used exclusively for the exempt purposes set forth above, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying out of a program of propaganda or otherwise attempting to influence legislation. The corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws). The corporation shall have no capital stock, pay no dividends, distribute no part of the income to its members, directors, or officers, and the private property of the subscribers, members, directors, and officers shall not be liable for the debts of the corporation.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

Section 1. The affairs of the Corporation shall be directed by a Board of Directors numbering not less than three (3) not more than nine (9) members. The Board of Directors shall be appointed by the President of Florida A&M University.

Section 2. The qualifications of officers, the terms and manner of electing or appointing them, the duties of and the term of office, and the manner of removing officers shall be set forth in the bylaws.

Section 3. The names of the persons who are to serve the first Directors of the Corporation and who shall be subject to all the provisions of the aforesaid purpose relating to the Directors are as follow:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Franklin D Hamilton	Chair	400 Foote-Hilyer FAMU, Tallahassee, FL 32307
A. Delories Sloan	Member	308 Foote-Hilyer FAMU, Tallahassee, FL 32307
Nelson E. Bennett	Member	400 Foote-Hilyer FAMU, Tallahassee, FL 32307

ARTICLE V LIMITATION OF CORPORATE POWERS

The Corporation shall have any and all powers to do any and all things necessary or expedient to carry out the purposes and objectives of a Corporation, subject to these Articles of Incorporation and Bylaws, and shall possess all rights, privileges and immunities and enjoy all

benefits granted corporations under the Laws of the State of Florida, but limited only to such powers that are in furtherance of tax exempt purposes.

**ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS**

In accordance with Section 617.0501 and 607.0505 Florida Statutes, Franklin D Hamilton is hereby designated as the registered agent for services of process within the State of Florida at 400 Foote-Hilyer, Florida A&M University, Tallahassee, Florida 32307

**ARTICLE VII
INCORPORATORS**

The name and address of the incorporation for these Articles of Incorporation is:

<u>Name</u>	<u>ADDRESS</u>
Franklin D. Hamilton	400 Foote-Hilyer, Florida A&M University Tallahassee, Florida 32307

**ARTICLE VIII
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE IX
OFFICERS**

The affairs of this Corporation are to be managed by a President/Chairman, one or more Vice Presidents, a Secretary, and a Treasurer, who shall be elected annually by the Board of Directors of the corporation as prescribed in the Bylaws.

**ARTICLE X
FIRST OFFICERS**

The first officers of the Corporation shall be elected at the first annual meeting and shall be subject to all the provisions of the aforesaid purposes of the Corporation.

**ARTICLE XI
BYLAWS**

The Board of Directors of this Corporation may provide such Bylaws not inconsistent with these Articles of Incorporation for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. The Bylaws of this Corporation may be amended, altered or revised by a two-thirds (2/3) majority vote of the Board of Directors.

**ARTICLE XII
AMENDMENTS**

The Articles of Incorporation of this Corporation may be amended, altered or revised by a two-thirds (2/3) majority vote of the Board of Directors.

ARTICLE XIII DISSOLUTION

Upon dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the members of the Corporation, but all such property and proceeds subject to the discharge of valid obligations of the Corporation and to the applicable provisions of the Non-Profit Corporation Law under Chapter 617, Florida Statutes, shall be disbursed to the Florida A&M University Foundation, Incorporated, provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), or in the event that such an organization is not in existence as the Florida A&M University Foundation, Incorporated, the remaining assets shall be distributed among one or more corporations, trusts, United Way, funds or community groups organized and operated exclusively for religious, charitable, scientific, literary or educational purposes and are ruled exempted by the Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue code of 1954 (or corresponding provisions of any subsequent revenue laws), as may be selected by the last Board of Directors.

The undersigned incorporation has executed these Articles of Incorporation this 27th day of April, 1998.

Signature of Incorporator:

Franklin D. Hamilton


Registered Agent

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapters 617.0501 and 617.0505, Florida Statutes, the following is submitted in compliance with said Act:

That FAMU community Development Corporation, with its principal office as indicated in the Articles of Incorporation at 400 Foote-Hilyer, Florida A&M University, Tallahassee, Florida 32307, has named Franklin D. Hamilton as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above Florida corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with provisions of said Act.


Franklin D. Hamilton
Registered Agent

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 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:

FAMU COMMUNITY DEVELOPMENT CORPORATION

(must include suffix)

2. The name and address of the registered agent and office is:

FRANKLIN D. HAMILTON

(NAME)

400 Foote-Hilver, FAMU

(P.O. Box or Mail Drop Box **NOT** Acceptable)

Tallahassee, Florida 32307

(CITY/STATE/ZIP)

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 appointment 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 position as registered agent.


(Signature)

4/27/98
(Date)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 28 AM 11:36