

N 99000001195

TRANSMITTAL LETTER

FILED
99 FEB 24 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: Historically Black College and Minority Institution Research Alliance, Incorporated
(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 of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

RECEIVED

99 FEB 24 PM 4:00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NAME: H. HARRISON VALENTINE
Name (Printed or typed)

9672 DELERIS Drive
Address

Montgomery Village, MD 20886-4377
City, State & Zip

(301) 332-0160
Daytime Telephone number

700002786427--4
-02/25/99-01002-021
*****87.50 *****87.50

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

8. SMITH FEB 24 1999

ARTICLES OF INCORPORATION

of

Historically Black Colleges- Universities and Minority Institutions Research Alliance, Incorporated

The Undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

Preamble

The glue which will hold the Historically Black Colleges-Universities and Minority Institutions Research Alliance, Incorporated together is cooperation strengthened by unselfishness. The institutions will need to function as an alliance while also performing individually and receiving individual remuneration. Furthermore, the temptation to seek to fulfill separate institutional ambitions and goals must be both accepted and honestly dealt with.

The purpose of the Alliance in this specific instance is to "Deliver the goods, put students to work in productive research projects, assist the applicable industry entity or public sector agency with improving efficiency and effectiveness in carrying out its mission, strengthen each institution's technology base, and do all of this by sharing resources." The paramount concern of the Alliance is that all of the participating institutions realize that without working in a spirit of cooperation and unity this Alliance will not work.

By signing the HMIRA agreement each institution adopts both the letter of the law and the spirit of the law.

By the signing the agreement each institution agrees to work diligently and consistently to insure the success of the Alliance.

ARTICLE I - NAME: The name of the corporation shall be:
Historically Black Colleges-Universities and Minority Institutions Research
Alliance Incorporated

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ARTICLE II - PRINCIPAL OFFICE: The principal place of business and mailing address of this corporation shall be: Bethune-Cookman College, Division of Science & Mathematics, 640 Dr. Mary McLeod Bethune Blvd., Daytona Beach FL 32114-3099

ARTICLE III - PURPOSE (S): The HMIRA is organized and operated exclusively for educational charitable reasons within the meaning of Section 501(c) of the Internal Revenue Code of 1954 and is formed to be a nonprofit corporation to "Deliver the goods, put students to work in productive research projects, assist the applicable industry entity or public sector agency with improving efficiency and effectiveness in carrying out its mission, strengthen each institution's technology base, and do all of this by sharing resources. Another purpose is to give assistance in offering minority and economically and socially disadvantaged students the opportunity to work, in collaboration with other academic institutions, on and with cutting-edge advanced technologies.

No substantial part of the activities of HMIRA shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue code of 1986, and HMIRA shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

HMIRA is not organized for a pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, or individual. The balance, if any, of all moneys received by HMIRA from its operations, after the payment in full of all debts and obligations of HMIRA, shall be used and distributed exclusively for educational, technology and scientific research, and charitable purposes.

HMIRA is a collaboration of Historically Black Colleges & Universities and Minority Institutions (HBCU/MIs) formed to provide research and development (R&D) for government, industry and academia. Seven HBCUs and one MI were in the initial core and formed the hub of the alliance. HMIRA was created from SOURCE Institute's HBCU/MIs with minority students whom the U.S. Central Intelligence Agency (CIA) had interested.

The main objective of the alliance is to provide high-tech quality research and development from Historically Black Colleges and Universities and Minority Institutions. The alliance was formed from agreements between eight HBCU/MIs for the purpose of allowing more students from smaller colleges to take part in research projects, for students who were from smaller

colleges were formerly thought of as not having characteristics similar to students from larger colleges. The alliance noted that the majority of minority students who receive Ph.D. from larger universities usually attend small HBCU/MIs before matriculating at larger universities. Professors at the HBCU/MIs receive the same training at the same levels as professors receive at majority institutions, and the accrediting agencies apply the same instrument for accreditation to small colleges that they apply to majority colleges, including the same level of equipment as required by larger schools.

Finally, the vast pool of minority students with high GPA's are in the HBCU/MIs where the professors are well trained for research and are able to deliver a product. With this in mind, eight HBCU/MI colleges have banded together to strengthen their ability to produce students that are well trained to do high-tech quality R&D for government, industry, and academia.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS: HMIRA's Chief Executive Officer (CEO) is the commander and chief for business and financial affairs executive of the alliance. The CEO serves at the pleasure of the board of directors. HMIRA's CEO is H. (Hank) Harrison Valentine (SSN# 267-60-5294)

According, as required by Florida law, the minimum number of three (3) directors must serve as Directors. HMIRA, initially, has four (4) Directors (hereafter referred to as the "BOARD").

Board of Directors Meetings, Minutes and Protocols

1. Structure and authority of the Board of Directors - The minimum number of board members is 4, each with 1 vote. The board member serves at the pleasure of HMIRA. Simple majority of those must approve all action taken present and voting. In the event of a tie HMIRA's CEO will cast the 5th and tie breaking vote. Quorums consist of more than one-half of the board members.

Upon request of the current board of directors, member institutions select additional board members by simple majority vote.

The initial Board of Directors are (1) Dr. Theodore R. Nicholson, Sr. (Chairman) of Bethune-Cookman College, Daytona Beach, Florida; (2) Dr. Arthur Bond of Alabama A&M University, Huntsville, Alabama; (3) Dr. Major Madison, Jr. of Langston University, Langston, Oklahoma; (4) Dr. Richard Alo' of the University of Houston-Downtown, Houston, TX CEO - H. (Hank) Harrison Valentine of 3170 NW 48th Street, Miami, Florida 33142.

2. The term of office of the board of directors is set at minimum of four (4) years.

3. Meetings and Minutes - There will be periodic meetings at such times and places as determined by the board of directors. Reasonable notice will be given to each member. Minutes will be made of all board meetings. A board member may vote by proxy.
4. The board of directors through its institutional representatives will guide, direct and assign the alliance missions.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS:

H. Harrison Valentine (SSN# 267-60-5294)
3170 NW 48th Street
Miami, Florida 33142-3419

ARTICLE VI - INCORPORATOR: HMIRA was inspired by an August 14, 1998 meeting in Atlanta, Georgia of several Historically Black Colleges and Universities and Minority Institutions, together with H. (Hank) Harrison Valentine of the H. Harrison Valentine Corporation (FID# 65-0475976). The name and address of the Incorporator of these Articles of Incorporation is the elected CEO of HMIRA:

H.(Hank) Harrison Valentine, SSN# 267-60-5294, of
3170 NW 48th Street
Miami, Florida 33142

ARTICLE VII - Capitalization: NON-STOCK ORGANIZATION

ARTICLE VII - Retained and Dissolution of Assets: All HMIRA's net earnings and assets held within must be used and/or distributed for the furtherance of advancing the minority student-employees interest in professional career developments, i.e., needed for enhancing minority students education and post education career development, such as stipends, scholarships, grants, materials, equipment or such other things that might be used for member institutions faculty and staff as well as undergraduate and graduate students in participating academic institutions, any Historically Black College/University (HBCU), or any Minority Institution (MI) within the United States. If HMIRA has to be dissolved, all its assets including the remaining in-hand cash must be distributed, in an appropriate manner, to the benefit of students, participating

academic institutions or any Historically Black College/University (HBCU), any Minority Institution (MI) within the United States.

ARTICLE VIII - MEMBERSHIP

Membership in HMIRA - Institutions may become a member of HMIRA by majority vote of the board of directors followed by signing the Alliance Agreement.

Expulsion or withdrawal from the Alliance - A member institution may be expelled from the alliance for misfeasance, malfeasance or nonfeasance. Whether grounds for expulsion exists will be decided by majority vote of the members of HMIRA. A member institution may withdraw by giving 30 day written notice to withdraw to the board of directors.

**Historically Black Colleges - University and Minority Institutions Research Alliance,
Incorporated**

Corporation Name

H. Harrison Valentine

Signature of Incorporator

2-24-98

Date

H. Harrison Valentine

Typed or printed name

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.

H. Harrison Valentine

Signature of Registered Agent

2-24-98

Date

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