

ARTICLES OF INCORPORATION
(Revised and Amended)
(1983)

OF

FLORIDA A&M UNIVERSITY ALUMNI ASSOCIATION, INC.

(A Florida Corporation, not for profit)

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby so state themselves to form a non-profit corporation, a corporation not for profit, under the provisions of Chapter 617, Florida Statutes (1963), and as a tax exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE I
NAME

The name of this corporation is the FLORIDA A&M UNIVERSITY NATIONAL ALUMNI ASSOCIATION, INC., hereinafter referred to as ASSOCIATION.

ARTICLE II
PURPOSE

Section 1. The purpose of this ASSOCIATION shall be to enhance and insure the continued existence of the Florida A&M University in a manner not inconsistent with these Articles of Incorporation and to foster a spirit of loyalty and fraternity among the graduates, former students and friends of the Florida A&M University; to promote their continued active interest in and on behalf of the Florida A&M University; to affect united action in promoting the general welfare of Florida A&M University as an educational institution; and, in every manner and means, promote, foster and encourage the

attendance at the Florida A&M University and aid in such attendance financially and physically.

Section 2. All of the assets of this ASSOCIATION shall be used exclusively for the purposes hereinabove set forth, and no part thereof shall inure to the benefit of any member. In the event of dissolution, all remaining assets of the ASSOCIATION shall be distributed to Florida A&M University for scientific, literary, scholarship or educational entity as the Board of Directors may deem appropriate, and no member shall receive any portion of the assets by virtue of his membership in the ASSOCIATION.

Section 3. The corporation shall have such powers as are necessary to carry out those activities authorized under section 501(c)(3) of the Internal Revenue Code of 1954(or corresponding provision of any future United States Internal Revenue Law) and regulations promulgated under the authority of the Secretary of the Treasury and pertaining to that section of the code.

In addition, this corporation is empowered to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

The corporation shall have, in addition to the foregoing powers, all the powers granted by the laws of the State Florida to corporations of the character of this corporation, and the enumeration of the foregoing powers shall not be construed as a limitation upon any powers granted by the laws of Florida.

ARTICLE III
QUALIFICATION OF MEMBERSHIP

Section 1. Alumni of the former Normal College, all alumni of Florida A&M College, and of Florida A&M University and persons who have completed one (1) semester, one (1) trimester or one (1) quarter, and who left in good standing shall be eligible for full membership in this ASSOCIATION.

Section 2. Chapters that identify persons who are helpful to Florida A&M University may enroll them as associate members in their chapter.

ARTICLE IV

To be considered an active and voting member, each member shall contribute in accordance with an annual minimum contribution standard as prescribed in the Constitution and/or By-Laws. No chapter may consider a person a member of the ASSOCIATION until the National Assessment has been made.

ARTICLE V
TERM OF EXISTENCE

The term for which this ASSOCIATION is to exist shall be perpetual.

ARTICLE VI
SUBSCRIBERS OF ARTICLES

The names and residences of the subscribers to these Articles of Incorporation are:

James L. Gant	3211 Wheatley Rd. Tallahassee, FL
George W. Conoly	P.O. Box 186 – FAMU Tallahassee, FL
Sue K. Russell	P.O. Box 306 – FAMU Tallahassee, FL
T.I. Lang	204 Osceola St. Tallahassee, FL

Wallace Burgess

Oak Knoll Estate Tallahassee, FL

H.E. Tookes

P.O. Box 118 – FAMU Tallahassee, FL

Ed Duffe, Jr.

P.O. Box 2722 Tallahassee, FL

ARTICLE VII
OFFICERS AND ELECTIONS

Section 1. The officers of this ASSOCIATION shall be a President, Vice President, State President for Florida, all Regional Vice Presents, Secretary-Treasurer, Publicity Director, Parliamentarian, five (5) At-Large Committee Persons, providing not more than two (2) At-Large Committee Persons may be elected from within the same region, Chaplain and General Counsel.

Section 2. Officers shall hold office two (2) years, commencing on even years or until their successors have been elected or appointed and qualified.

Section 3. The regular affairs of this ASSOCIATION shall be administered by an officer or officers agreed upon by the Executive Committee.

Section 4. Executive Committee may fix reasonable compensation for an officer to administer the regular affairs of the ASSOCIATION.

Section 5. Subject to the concurrence of the President of the University, the Executive Committee may authorize a Director of Alumni Affairs to administer the regular affairs of the ASSOCIATION.

Section 6. The officers of the ASSOCIATION, President, Vice-President, Secretary-Treasurer, and five (5) At-Large Committee Persons shall be nominated at the annual meeting on even years through the use of a preferential ballot that will be submitted to the membership by a nominating committee appointed by the President. The active members

in attendance at the annual meeting of the ASSOCIATION will elect the officers. The state and regional officers shall be elected by states or regions of the ASSOCIATION in a manner prescribed by the By-Laws. The Parliamentarian, Chaplain, Director of Publicity and General Counsel will be appointed officers to be made by the President.

Section 7. The Executive Committee shall have the power to fill the unexpired terms of any vacancy in any elective office of the ASSOCIATION.

Section 8. Balloting by mail shall be permitted.

Section 9. During the year of the second term of office, the President shall appoint from among the active members of the ASSOCIATION a nominating committee of at least five (5) members and shall designate a Chairman, whose duties shall be to present to the ASSOCIATION at the annual meeting the names of the persons nominated as elective officers of the ASSOCIATION.

Section 10. Additional candidates who are active members may be nominated at the annual meeting from the floor. Officers elected at the annual meeting will have a term of two (2) years and will take office upon election.

ARTICLE VIII
NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are:

President	James L. Gant
Executive Secretary	George W. Conoly
State Vice Presidents	
District 1.	Frankie Rolle

District 2.	Monsalee Davis
District 3.	Felix Cosby
District 4.	Erma Swilley
District 5.	Leonard Campbell
Regional Vice Presidents	
Region 1.	Jeremiah Bailey
Region 2.	Allen Clark
Region 3.	Huey Charlton
Region 4.	Flossie Byrd
Region 5.	Raymond L. Jackson
Region 6.	Jubbie Bragg
Region 7.	J.E. Matthews
Region 8.	Melvin Kyler
Financial Secretary	Sue K. Russell
Treasurer	T.I. Lang
Seargent-At-Arms	Wallace Burgess
Publicity Director	H.E. Tookes
Parliamentarian	Ed Duffee, Jr.

ARTICLE XI
EXECUTIVE COMMITTEE; MANAGEMENT

Section 1. The number of persons constituting the Board of Directors which body shall be known as the Executive Committee; and which body shall be made up of the officers of the ASSOCIATION together with all past presidents of this ASSOCIATION

and the president of the student body at Florida A&M University, shall be not less than seven (7) persons; and the names and addresses of the members of the first Executive Committee, who are to serve as directors until the first election thereof, are:

James L. Gant	3211 Wheatley Rd.	Tallahassee, FL
George W. Conoly	P.O. Box 186-FAMU	Tallahassee, FL
Frankie Rolle	3230 Williams Avenue	Miami, FL
Monsalee Davis	2703 Lippia Drive	Jacksonville, FL
Felix Cosby	P.O. Box 5126	Orlando FL
Erma Swilley	702 W. South St.	Marianna, FL
Leonard Campbell	3717 McBerry Avenue	Tampa, FL
Jeremiah Bailey	65009 Lincoln Drive	Philadelphia, PA
Allen Clark	150 Banneker Drive	Williamsburg, VA
Huey Charlton	3785 Wisteria Lane SW	Atlanta, GA
Flossie Byrd	Prairie View A&M College	Prairie View, Texas
Raymond L. Jackson	1377 E. Boulevard	Cleveland, Ohio
Jubbie Bragg	2308 E. 20 th Street	Wichita, Kansas
Melvin Kyler	3108 Peterkin Avenue	Anchorage, Alaska
Sue K. Russell	P.O. Box 306-FAMU	Tallahassee, FL
T.I. Lang	204 Osceola Street	Tallahassee, FL
Wallace Burgess	Oak Knoll Estate	Tallahassee, FL
H.E. Tookes	P.O. Box 118 – FAMU	Tallahassee, FL
Ed Duffee, Jr.	P.O. Box 2722	Tallahassee, FL

Section 2. The Executive Committee shall control and manage the affairs of the ASSOCIATION in accordance with the Constitution, By-Laws, and these Articles of Incorporation, and shall be vested with the title to all property of the Association in trust for the benefit of the Association; shall have the power to authorize all acts on behalf of the ASSOCIATION except as limited by this article of incorporation and the Constitution and By-Laws of the ASSOCIATION. The Executive Committee may make its rules or conduct of its own meetings and in absence of such rules, said meetings shall be conducted with Robert Rules of Order. Any rules inconsistent with these Articles of Incorporation or the Constitution and By-Laws, shall not be valid.

Section 3. A quorum shall be constituted by the combined presence of one third (1/3) of the Executive Committee. Once a quorum has been assembled, business may be conducted and decided by majority vote of the Executive Committee members present.

Section 4. The President or Vice-President or an Executive committee member so designated by the President shall convene and preside over all executive committee meetings.

Section 5. The President or Executive Committee may create and appoint committees to assist in the purpose and objectives of the ASSOCIATION. Such committees shall perform all such functions and make reports as the President or Executive Committee shall determine and define.

ARTICLE X MEETINGS

Section 1. An Annual Meeting of the ASSOCIATION shall be held on the weekend of commencement on odd years and held on the weekend of Rededication on even years. Whenever practicable, notice of an Annual Meeting shall be provided for by publication

in the official organ of the ASSOCIATION or by written notice thirty (30) days prior to the Annual Meeting.

Section 2. Those active members present at the Annual Meeting shall constitute a quorum for the conduct of business. Active members only in accordance with these Articles of Incorporation and the Constitution and By-Laws shall be entitled to one (1) vote.

Section 3. The President of the ASSOCIATION, with the approval of the Executive Committee, may convene a special call meeting of the National Membership, provided that written notice has been given not less than fifteen (15) days prior to the said meeting to all active members of the ASSOCIATION.

ARTICLE XI VOTING

Every member of the corporation shall have one (1) vote at the meeting of this corporation.

ARTICLE XII LOCATION OF REGISTERED OFFICE

The address of this corporation as initial registered office in the State of Florida shall be Room 402, Foote-Hilyer Administration Center, Florida A&M University, Tallahassee, FL 32307.

ARTICLE XIII REGISTERED AGENT

The name and address of this corporation's initial registered agent shall be Mr. Thomas L. Mitchell, Sr., Room 402 Foote-Hilyer Administration Center, Florida A&M University, Tallahassee, Florida 32307.

ARTICLE XIV

BY-LAWS

Section 1. By-Laws shall be adopted pursuant to the Constitution.

Section 2. By-Laws shall be adopted by a simple majority of the general membership at the annual meeting.

ARTICLE XV SUPREMACY OF THE ARTICLES

Section 1. By the authority of these Articles of Incorporation, all power to act, contract, operate, maintain, and otherwise carry out the lawful purposes of this ASSOCIATION rests with the membership of this ASSOCIATION.

Section 2. When the general membership is not in session, authority to act, contract, operated maintain, and otherwise carry out the lawful purposes of this ASSOCIATION on behalf of all the members is entrusted to the officers and Executive Committee of this ASSOCIATION.

Section 3. When the Executive Committee is not in session, the authority to act on behalf of all members of this ASSOCIATION is entrusted to the National President upon consultation with and approval of a majority of the remaining officers and the Executive Committee, either by telephone or in writing. Written communication must be the confirming document to substantiate the claimed approval.

Section 4. All powers not specifically delegated the ASSOCIATION in these Articles of Incorporation or in the Constitution and By-Laws rests with the membership.

Section 5. Any action or provision provided for in the Constitution or By-Laws in conflict with any provisions contained in these Articles of Incorporation is void. These Articles of Incorporation shall have supremacy over all documents or legal instruments in

matters that relate to the Association, except as may be required by federal or state law, or appropriate Florida administrative procedure.

Section 6. Any provision contained in the Constitution and By-Laws not addressed in these Articles of Incorporation shall be valid so long as they do not conflict with other provisions of these Articles of Incorporation with any federal or state statute or any requirement mandated by state or federal administrative codes or procedures.

Section 7. The Constitution and By-Laws are incorporated by reference in these Articles of Incorporation, shall be read as a part of this Article and filed with the Secretary of State.

ARTICLE XVI AMENDMENTS

Section 1. The Constitution may be amended at the Annual Meeting of any ASSOCIATION meeting called for that purpose, by a two-thirds (2/3) vote for ratification of those active members present at such meeting, provided that such amendments have been filed with the Secretary-Treasurer in writing sixty (60) days prior to the Annual Meeting. The Secretary-Treasurer shall provide notice to all chapters, either in writing or by publication of the intent to amend not less than thirty (30) days notice shall include proposed amendments to the Constitution.

Section 2. Any amendment ratified by the membership shall be filed with the Secretary of State as an authenticated copy of such change as a part of the Articles of Incorporation. Only through a constitutional change may the Articles of Incorporation be changed, amended or modified, and vice versa.

The undersigned constituting the current officers and Executive Committee members of this corporation, for the purpose of revising and amending this corporation

not for profit under the laws of the State of Florida, have executed these revised and amended Articles of Incorporation this 30th day of April 1983.

/s/ Moses G. Miles
Reverend Moses G. Miles
President

/s/ Willie J. Condry
Vice President

/s/ Leila A. Walker
Secretary-Treasurer

STATE OF FLORIDA)
COUNTY OF LEON)

Before me, the undersigned authorities personally appeared

1. Moses G. Miles
2. Willie J. Condry
3. Leila A. Walker

to me well known and known to be persons who subscribed to the foregoing revised and amended Articles of Incorporation of Florida A&M University Alumni Association, Inc., a corporation not for profit, organized under Chapter 617, Florida Statutes, and they acknowledged before me that they executed the same for the uses and purposes therein expressed, and that each of them after being first duly sworn by me upon oath according to law says that they are a natural person competent to contract, and it is the intent by each of them severally as subscribers and incorporators in the above and foregoing revised and amended Articles of Incorporation to carry out the purposes and objects set forth the purposes and objects set forth therein in good faith.

Sworn to and subscribed before me this 30th day of April, 1983.

/s/ Bernice L. Simmons

Notary Public

My Commission expires:

Notary Public State of Florida at Large
My Commission Expires Feb. 11 1984
Bonded thru Toy Fain Insurance, Inc.