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IN THE CIRCUIT COURT OF SALINE COUNTY, ARKANSAS

IN THE MATTER OF THE INCORPORATION OF
ARKANSAS BLACK MAYORS ASSOCIATION, INC.

FILED

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EX PARTE NO. 84-229

PAUL RIVIERE
SECRETARY OF STATE

BY

O R D E R

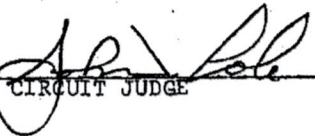
On this day is presented to the Court the Petition of George Barnes, Lloyd Johnson, Curley L. Jackson, John Lee Wilson, and Jackie Billard, incorporators of the Arkansas Black Mayors Association, Inc., a non-profit corporation, praying for an Order of this Court approving the incorporation of said proposed association of persons, and the Court having seen a verified copy of the proposed Articles of Incorporation and being well and sufficiently advised with respect to all matters of law and fact pertaining hereto doth find:

That the proposed Articles of Incorporation of Arkansas Black Mayors Association, Inc., a non-profit corporation, conform to law; that the incorporation thereof is for a lawful purpose; and, it is in the best interest of the public.

IT IS, THEREFORE, ORDERED that the incorporation of Arkansas Black Mayors Association, Inc., a non-profit corporation, be, and is hereby, approved in all things and respects.

IT IS FURTHER ORDERED that the Secretary of State be, and is hereby, authorized and directed to file the original Articles of Incorporation with respect hereto and issue its certificate of Incorporation.

DATED THIS 24th day of July, 1984.


CIRCUIT JUDGE

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CIRCUIT &
CLERK
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ARTICLES OF INCORPORATION
OF
ARKANSAS BLACK MAYORS ASSOCIATION, INC.

I.

The name of the corporation is:
"Arkansas Black Mayors Association, Inc."

II.

The corporation shall have perpetual duration.

III.

The corporation is organized pursuant to the provisions of the Arkansas non-profit corporation act, exclusively for charitable and educational purposes, primarily:

To promote and develop program models designed to improve educational, economic, health, and social levels of citizens residing within the respective jurisdictions served by the members.

To generally enhance the quality of life for the residents of the municipalities served by the membership.

To provide a mechanism for cooperation and the exchange of ideas among the members in areas of common concern and interest.

In pursuit of the foregoing purposes and objectives, the corporation shall be authorized to engage in any activities incidental or related thereto.

IV.

The affairs of the corporation shall be managed by a Board of Directors. The method of election of directors shall be as determined by the Bylaws of the corporation.

V.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by law and the corporation shall not participate in, or intervene in

(including the publishing or distribution of statements) any political campaign on behalf of any candidate for office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

If the corporation should fail at any time to satisfy the provisions of Sections 509(a)(1) through (4) of the Internal Revenue Code, as amended, for nonprivate foundation status, the corporation shall, in any case:

(1) distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code, as the same may hereafter be amended, or corresponding provisions of any subsequent Federal Tax Laws;

(2) not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, as the same may hereafter be amended, or corresponding provisions of any subsequent Federal Tax Laws;

(3) not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, as the same may hereafter be amended, or corresponding provisions of any subsequent Federal Tax Laws;

(4) not make any investments, in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, as the same may hereafter be amended, or corresponding provisions of any subsequent Federal Tax Laws;

(5) not make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code, as the same may hereafter be amended, or corresponding provisions of any subsequent Federal Tax Laws.

VI.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the

liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of appropriate jurisdiction exclusively for such purposes.

VII.

The main office of the corporation shall be at Arkansas Black Mayors Association, Inc., P.O. Box 3, Alexander, AR 72002.

The initial registered agent of the corporation shall be:

Olly Neal, Jr.
WILSON, BELL & NEAL
33 N. Poplar Street
Marianna, AR 72360

VIII.

The initial Board of Directors shall consist of five (5) persons, whose names and addresses are as follows:

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|--|--|
| 1. George Barnes
P.O. Box 140
Wabbaseka, AR 72175 | 4. John Lee Wilson
P.O. Box 473
Haynes, AR 72341 |
| 2. Lloyd Johnson
P.O. Box 17
Carthage, AR 71725 | 5. Jackie Dillard
P.O. Box 306
Alexander, AR 72002 |
| 3. Curley L. Jackson
P.O. Box 283
Wilmar, AR 71675 | |

IX.

The incorporators shall be the same as the members of the initial Board of Directors, whose names and addresses are set forth in Article VIII above.

X.

The Board of Directors of the corporation shall have the power to admit members to the corporation in such manner, subject to such qualifications and upon such terms and conditions and with such rights as may be provided from time to time by the Bylaws of the corporation. The private property of the members of the corporation shall not be subject to the payment of the debts of the corporation

to any extent whatsoever.

George Barnes
GEORGE BARNES

Lloyd B. Johnson
LOYD JOHNSON

Curley L. Jackson
CURLEY L. JACKSON

John Lee Wilson
JOHN LEE WILSON

X Jackie Dillard
JACKIE DILLARD

VERIFICATION

Personally appeared before me, a Notary Public duly authorized to administer oaths, George Barnes, Lloyd Johnson, Curley L. Jackson, John Lee Wilson, and Jackie Dillard, each of whom, upon being duly sworn did depose and state that the foregoing Articles of Incorporation are true and correct; that each executed the same as an incorporator as his/her act and deed.

Subscribed and sworn to before me this 24th day of May,
1984.

Patricia L. Lamm
NOTARY PUBLIC

MY COMMISSION EXPIRES:

4/16/85

*Debra Black Noyes
Association, Inc.
(Am)*

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AUG 20 1984

PAUL RIVIERE
SECRETARY OF STATE
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