

STATE OF VERMONT
OFFICE OF SECRETARY OF STATE

Certificate of Restatement

I, Deborah L. Markowitz, Secretary of State of the State of Vermont, do hereby certify that the attached is a true copy of the

Articles of Restatement

for

BOOKER T. WASHINGTON SOCIETY, INC.

as filed in this department effective October 7, 2005.

October 7, 2005

Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital



Deborah L. Markowitz
Secretary of State



VERMONT SECRETARY OF STATE
Location: 81 River Street Mail: 109 State Street
Montpelier, VT 05609-1104
(802) 828-2386

ARTICLES OF ASSOCIATION
(non-profits and cooperatives)

Corporate name: **BOOKER T. WASHINGTON SOCIETY, INC.**

Name of registered agent **RONALD A. COURT**

A registered agent is an individual or a domestic or foreign corporation, profit or non-profit, whose business office is identical to the address of the registered office. The registered office must be located in Vermont. A registered agent receives various kinds of legal notices, including service of process for the corporation. A corporation cannot act as its own registered agent.

Address of registered office: **13 Wrisley Court, Essex Junction, Vermont 05452**

The period of duration shall be (if not perpetual so state): **Perpetual**

Please check the box that applies for your corporation:

- Non-profit corporation (T.11, Ch. 19, Sec. 2351-2619)**
 Cooperative Marketing Act (T.11, Ch. 7, Sec. 991-1031)
 Worker Cooperative (T.11, Ch. 8, Sec. 1091-1092)
 Cooperative Housing Ownership Act (T.11, Ch. 14, Sec. 1581-1609)

Operating year end: **June 30** Dec. 31st shall be designated if one is not given.

DIRECTORS: Non-profit corporations must have at least 3 directors.

The names and addresses of the persons who shall serve as the initial board of directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Ronald A. Court
Essex Junction, Vermont
Name & address

Reginald G. Jones
Lindenwold, New Jersey
Name & address

Sarah O'Neal Rush
San Lorenzo, California
Name & address

NUMBER OF SHARES AUTHORIZED: **NONE**

Non-profits governed by T.11, Ch. 19 cannot authorize shares.

Please refer to the appropriate statute to determine whether additional information is required to be included in your articles. Corporations wishing to obtain tax exempt status from the Internal Revenue Service may want to include certain provisions required by the IRS in their original articles.

PURPOSES:

- A. The mission of the Booker T. Washington Society, Inc. ("The Society") is to preserve and protect the legacy of a great American, Booker T. Washington.
- B. The purposes of The Society are:
- ◆ To develop students and leaders of good character and integrity.
 - ◆ To promote public awareness of the life and legacy of Booker T. Washington
 - ◆ To facilitate educational or instructive programs regarding Booker T. Washington and his vision of the importance of character, education, self-improvement and self-sufficiency and to participate with other entities in developing such programs.
 - ◆ To undertake activities in furtherance of support of any of the foregoing purposes including, without limitation, informational programs about the teachings of Booker T. Washington and the continuing relevance of his vision for us today.
 - ◆ To encourage the receipt of tax-deductible gifts of money, time and resources for the benefit and furtherance of all the aforementioned activities; and
 - ◆ To furnish funds, property, grants, scholarships and/or services to students and other organizations in furtherance of any of the Society's purposes.
- C. The Society shall achieve these purposes and promote the principles and educational values espoused by Booker T. Washington via electronic and any other means of available communication, including newsprint, film, educational forums, debates and seminars.
- D. The Society is a non-profit organization.
- E. The Society shall have the power to borrow, lend, and grant security interests in its assets, the power to solicit grants and contributions for any of its purposes and to sell, convey or otherwise dispose of any such property as will, in the judgment of the Directors, best promote the purposes of The Society without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Association, the Bylaws of The Society, or any laws applicable thereto.
- F. The purposes for which The Society is organized shall be confined to those which are strictly educational, charitable and/or recreational. No part of the net earnings shall inure to the benefit of any member, Corporate officer, or any private individual, except that reasonable compensation may be paid for services rendered to or for The Society affecting one or more of its purposes, and no member, Corporate officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.
- G. In general, to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful The Society to do or exercise under and pursuant to the laws of the State of Vermont for the purpose of accomplishing any of the purposes of The Society
- H. The Society shall not engage nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall The Society participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

- I. Notwithstanding any other provision of these articles, The Society shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of The Society.
- J. The qualifications and admission of members shall be regulated by the By-Laws.
- K. The territory in which the operations of The Society are principally to be conducted is the United States of America and its territories and possessions.
- L. Upon the dissolution of The Society, any remaining assets shall be distributed to one or more exempt organizations organized for substantially similar purposes as The SOCIETY and within the meaning of Section 501(c)(3) of the Internal Revenue code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of The Society is then located, to such organization or organizations, as the Court shall determine, are organized and operated exclusively for such purposes.
- M. Notwithstanding any other provisions of these articles, this organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent law.
- N. In any year in which the organization is a private foundation as described in Section 509(a), the organization shall distribute its income for said period in such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of selfdealing as defined in IRC 4941(d), (b) retain an excess business holdings as defined in Section 4943(c), (c) make any investments in such a manner as to subject the organization to tax under Section 4944, or (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal Tax laws.

NON-PROFIT CORPORATIONS UNDER T.11, CH.19, ARE REQUIRED TO FILE STATUS REPORTS EVERY 5 YEARS. THE SECRETARY OF STATE WILL SEND NOTICE WHEN IT IS DUE.

One or more persons of majority age (18) may act as incorporator by signing below. At least one of the incorporators in a non-profit corporation under T.11, chapter 19 shall be a resident of Vermont.

VT incorporators signature 
Ronald A. Court

Non-profit Public Benefit Corporation, T.11, Ch.19
This document must be typewritten or printed and filed in duplicate.

OFFICE OF SECRETARY OF STATE

VERMONT
SECRETARY OF STATE
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