Articles of Incorporation - Red River Sankofa Historical Society

ARTICLE I. NAME

The name of this corporation is Red River Sankofa Historical Society

ARTICLE II.

The corporation is a nonprofit corporation.

ARTICLE III. DURATION

The period of its duration is perpetual.

ARTICLE IV. PURPOSES

The purpose or purposes for which the corporation is organized are as follows, including, but not limited:

1. To record, interpret, restore and preserve the art, history and environment of African American cemeteries and burial grounds in northeast Texas and northwest Louisiana.

2. To provide protection, restoration and preservation of monuments and other structures at designated cemeteries and burial grounds that are significant from the historical, architectural or aesthetic point of view.

3. Promote public awareness and appreciation through cultural programming that includes lectures and tours.

4. To protect, conserve and/or cultivate trees or other fauna on the grounds of the cemeteries and burial grounds.

5. To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations herein set forth, to use and apply the whole or any part of the income there from and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

6. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by applicable provisions of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

7. The corporation shall not make any investments in such manner as to subject to tax under the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

8. The corporation shall not make any taxable expenditures as defined by the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

9. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

10. Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

11. To provide an opportunity for members to associate together in special interest groups which focus on a narrow or specialized Red River Sankofa Historical Society issues.

ARTICLE V.

No part of the net earnings of the nonprofit corporation shall inure to the benefit of or be distributed to its members, trustees, directors, officers or other private persons with the exception that the corporation is empowered to pay necessary and reasonable compensation and expenses for services rendered and to make payments and distributions in furtherance of the corporation's purposes as set forth in Article IV. The corporation's primary purpose shall not be used for the promotion of propaganda including, but not limited to, lobbying or influencing legislation and the corporation, however, may engage in legislative activities to the extent permitted by law. Furthermore, the corporation shall not engage in activities which are disallowed under Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or may be hereinafter amended.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed to another nonprofit organization engaged in similar activities and with similar purposes after all liabilities and obligations have been paid in full and are discharged and all assets subject to a condition upon transfer are conveyed according to said condition.

ARTICLE VI. MEMBERS

The corporation shall have members. The membership of the corporation shall be determined as provided in the bylaws, and such bylaws shall define the voting rights, powers and privileges of the members.

No member of the corporation shall have the right of cumulative voting at any election of directors or upon any other matter.

ARTICLE VII. BYLAWS

The initial bylaws of the corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the members, but such power may be delegated by the members to the Board of Directors.

ARTICLE VIII. DIRECTOR'S LIABILITY

No director shall be liable to the corporation or its members for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director to the extent the director is found liable for:

1. A breach of the director's duty of loyalty to the corporation or its members;

2. An act or omission not in good faith that constitutes a breach of duty of the director to the corporation or its members or an act or omission that involves intentional misconduct or a knowing violation of the law;

3. A transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; and

4. An act or omission for which the liability of the director is expressly provided by an applicable statute.

Any repeal or modification of this Article by the members of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the corporation existing at the time of such repeal or modification.

ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is P.O. Box 88138, Houston, TX 77288-0138 and the name of its initial registered agent at such address is Erica L. Hubbard.

ARTICLE X. BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

Erica L. Hubbard
P.O. Box 88138
Houston, TX 77288-0138

George A. Allen
3323 Candleway Drive
Spring, TX 77388

Velma J. Davis
2722 Almeda Genoa Road
Houston, TX 77047

ARTICLE XI. INCORPORATORS

The name and address of the sole incorporator is Erica L. Hubbard, P.O. Box 88138, Houston, TX 77288-0138.