

N 08 000010093

DONNA GOGREVE
6371 TOULON DRIVE
BOCA RATON, FL 33433

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

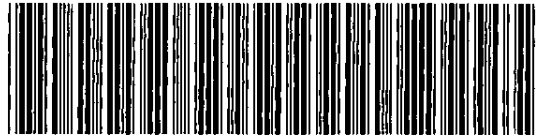
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2008 NOV -3 PM 4: 20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch NOV 3 2008



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 24, 2008

DONNA GOGREVE
6371 TOULON DRIVE
BOCA RATON, FL 33433

SUBJECT: PRIME FORCE II, INC.
Ref. Number: W08000048956

We have received your document for PRIME FORCE II, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Bylaws are not filed with this office. Please retain them for your records.

An effective date may be added to the Articles of Incorporation **if a 2009 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 308A00055013

**ARTICLES OF INCORPORATION
OF
PRIME FORCE II, INC.**

STAT OF FLORIDA

PALM BEACH COUNTY

2008 NOV -3 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

BE IT KNOWN, that on the 19day of October 2008, before me, a Notary Public in and for the State of Florida personally came and appeared the undersigned person(s) of full age of majority whose signatures are subscribed, who declared, in the presence of the undersigned competent witnesses, that availing him/her of the provisions of Chapter 617, Florida Statutes, as amended, h e/she does hereby organize a non-profit corporation under and in accordance with these Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is:

PRIME FORCE II, INC.

ARTICLE II – PRINCIPAL OFFICE

The principal administrative location shall be:

6371 Toulon Drive
Boca Raton, Florida 33733

ARTICLE III - PURPOSE

The Prime Force II, Inc. is organized for charitable purposes and to carry on the following specific and primary objectives:

- a. The purpose of Prime Force II is to provide a comprehensive “in-house management and development” incubator program to nonprofit entities by offering a variety of professional and administrative resources in one location and facility.

-
- b. Prime Force II will reside and equip nonprofit agencies with the skills and experience necessary to take concrete steps towards becoming productive, independent, self-sufficient, and constituent-fulfilled organizations in our community.
 - c. The Prime Force II organization will attempt to provide an environment that will remain sensitive to the professional, administrative, physical and emotional well being of the non-profit participants.
 - d. Prime Force II will provide supervised programs with rules and regulations as determined by the Board of Directors.
 - e. Founded on the concept that extensive and strong supported "best practice" programs can be powerful catalysts and incentives for nonprofit businessmen and women to pursue their community cause, the following services and training will be rendered: Accounting and Financial Services, Administrative Support Services, Business Development Services, Board Governance Training Services, Public Safety Training Service, Equipment and Facility Services, Grant Writing and Grant Research Services, Fundraising and Resource Development Services, Leadership and Management Support Services, Legal Counseling Services, Marketing and Promotions Services

ARTICLE IV – BOARD MEMBERS AND OFFICERS MANNER OF ELECTION

The manner of electing board members and officers shall be indicated and authorized in the adopted by-laws.

ARTICLE V – INITIAL DIRECTORS AND/OR OFFICERS

- A. The names of the first directors and addresses are as follows:

Donna Gogreve, President
6371 Toulon Drive
Boca Raton, FL 33433

Paul Andoh, Vice-President
4298 Elysian Fields
New Orleans, LA 70122

Diane Masson, Secretary/Treasure
334 14th Street
New Orleans, LA 70124

- B. The number, qualifications, terms of office, manner of election, compensation, powers and duties of the commissioners, the time place and manner of calling, giving notice of and conducting commissioner's meetings and the number of commissioners which shall constitute a quorum shall be prescribed in the by-laws.
- C. The terms "commissioner" and "board of commissioners" shall be read to be analogous of the terms "director" and "board of directors".

ARTICLE VI – INITIAL REGISTERED AGENT AND ADDRESS

The full name and postal address of its registered agent is:

Donna Gogreve
6371 Toulon Drive
Boca Raton, FL 33433

ARTICLE VII – INCORPORATOR

The full name and postal address of the incorporator of this organization is as follows:

Donna Gogreve
6371 Toulon Drive
Boca Raton, FL 33433

ARTICLE VIII – NATURE OF THE CORPORATION

Prime Force II, Incorporated is a non-profit, non-member corporation organized under the laws of the State of Florida, not involving pecuniary benefits or gain to its commissioners and not paying dividends or other pecuniary remuneration to commissioners or officers; provided that the corporation may pay reasonable compensation or salaries for services rendered.

ARTICLE IX – DURATION

Prime Force II, Incorporated shall enjoy cooperate existence perpetually.

ARTICLE X – BASIS OF ORGANIZATION

This corporation shall be organized without capital stock and is designated as a "non-member" corporation.

The founders Donna Gogreve and Diane Masson shall hold a position on the Board of Directors, as well as on the Executive Committee of the corporation and as upper-management employees.

ARTICLE XI – DUES AND ASSESSMENTS

All matters pertaining to dues and assessments and the enforcement of same shall be regulated by the Board of Directors of the corporation.

ARTICLE XII –BY LAWS

The Board of Directors shall have authority to make and alter by-laws, including, but not limited to, the right to make or alter by-laws fixing their qualifications, classification or term of office, or fixing or increasing the compensation for services rendered to the corporation. However, the Board of Directors shall not have the authority to alter or revoke the permanent positions of Donna Gogreve or Diane Masson.

ARTICLE XIII – LIABILITY OF MEMBERS & OFFICERS

No member or officer shall be personally liable for the obligations of the corporation. The corporation shall provide liability insurance coverage for all acting members of the Board of Directors.

ARTICLE XIV

Notwithstanding any other provisions of these articles, the 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 tax law.

Prime Force II is an organization supporting various non-profit public charities as described in IRC 509(a) by training and rendering professional services within a non-profit incubator environment.

ARTICLE XV

No part of the net earnings of the corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for corporation affecting one or more of its purposes, and no director and/or officer of the corporation shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE XVI

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

ARTICLE XVII - DISSOLUTION

Upon the liquidation or dissolution of the Prime Force II, after payment of all of the liabilities of the corporation, or due provision therefore, all of the assets of the Prime Force II shall be disposed of pursuant to Florida provision of Section 501c3 of the Internal Revenue code or to other organizations with similar purposes and similar tax exemptions

THIS DONE AND SIGNED, in triplicate, at my office in the STATE OF FLORIDA aforesaid on the day, month, and year hereinabove set forth, and in the presence of the undersigned competent witnesses and me, after due reading of the whole.

WITNESSES:

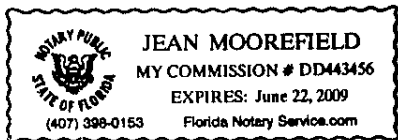
Debi Mason

INCORPORATOR:

Donna C. Gogreve
Donna Gogreve

Sworn and Subscribed to before
Me on the 18th day, October, 2008
first above set forth

Jean Moorefield
NOTARY



STATE OF FLORIDA
ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT OF

PRIME FORCE II, INC.

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 relative to the proper and complete performance³ of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Donna Gogreve
signature of registered agent

