

N 16000005443

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

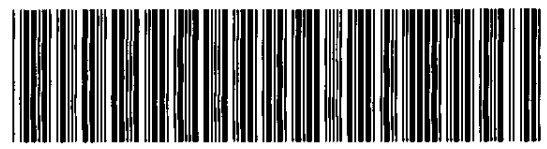
(Business Entity Name)

(Document Number)

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RECEIVED  
DEPARTMENT OF STATE  
16 MAY 31 PM 3:41

16 MAY 31 PM 3:55  
OFFICE OF STATE ATTORNEY

*M. Brown*

*UH*

**NERO CONSULTING GROUP, INC.**  
**2827 PAR LANE**  
**TALLAHASSEE, FLORIDA 32301**

May 27, 2016

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Nero Consulting Group, Inc.

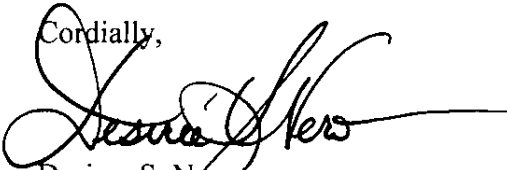
Dear Sirs:

Enclosed please find the following documents with regard to registering Nero Consulting Group, Inc. as a Non-Profit Corporation.

- (1) Original of the Articles of Organization; and
- (2) A check made payable to the Department of State representing payment of the filing fee.

Please return certified copies of the Articles of Organization to us along with a Certificate of Organization. Thank you for your assistance.

Cordially,



Desiree S. Nero,  
C.E.O.

Enclosure

ARTICLES OF INCORPORATION

of

NERO CONSULTING GROUP I, Inc.

EIN: 81-2771607

16 MAY 31 PM 3:59

SECRET  
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I  
NAME

The name of the corporation shall be:  
NERO CONSULTING GROUP I, Inc.

ARTICLE II  
PRINCIPAL OFFICE

The principal place of business address of this corporation shall be:  
2827 Par Lane, Tallahassee, FL 32301

The principal mailing address of this corporation shall be:  
2827 Par Lane, Tallahassee, FL 32301

ARTICLE III  
PURPOSE(S)

NERO CONSULTING GROUP, Inc. is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as an exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The specific purpose(s) for which the corporation is organized is (are):

1. To enhance Leadership and Professional Development Services.
2. To introduce, educate and implement Marketing and Public Relations Consulting.

3. **To increase Organizational Development.**
4. **To teach methods that will jump start the productivity of businesses.**

#### **ARTICLE IV MANNER OF ELECTION OF DIRECTORS**

The board of directors will be elected by NERO CONSULTING GROUP, Inc. officers. Each officer will make a motion to have an individual considered as a director. Once that motion has been properly seconded, it will be put to a vote. In order to be elected as a director, the candidate must receive a majority vote from NERO CONSULTING GROUP, Inc. officers. There will be a minimum of five directors for NERO CONSULTING GROUP, Inc.

#### **ARTICLE V EXEMPTION REQUIREMENTS**

A. The Corporation is intended to qualify as an organization described in Code Section 501(C)(3). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its directors, officers, or other private persons, except that the Corporation shall be authorized to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation and the Corporation's Bylaws.

B. 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 publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

C. Notwithstanding any other provision of the Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation described in, and exempt from federal income tax under, Code section 501(c)(3) or by a Corporation, contributions to which are deductible under Code section 170(c). The Corporation is intended to qualify as a public charity. However, during any period that the Corporation is determined to be a private foundation, as defined in Code Section 509, the Corporation shall not (i) engage in any act of self-dealing as defined in Code section 4941(d), (ii) retain any excess business holdings as defined in Code section 4943(c) which would be subject to tax under Code section 4943, (iii) make any investments which would subject the Corporation to tax under Code section 4944, or (iv) make any taxable expenditures as defined in Code section 4945(d), and it shall distribute foundation income and, to the extent income is not sufficient, principal for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Code section 4942.

D. Upon the dissolution of the Corporation, assets of the Corporation remaining after the satisfaction of liabilities shall be distributed exclusively for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government or to a state or local government for a public purpose, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which

the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, which are organized and operated exclusively for such purposes, as said court shall determine.

**ARTICLE VI  
INITIAL DIRECTORS AND/OR OFFICERS**

The name and address of the Officers are:

Desiree S. Nero, C.E.O./C.F.O., 2827 Par Lane, Tallahassee, FL 32301  
Asjah Nero, Director, 2827 Par Lane, Tallahassee, FL 32301

**ARTICLE VII  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Desiree S. Nero  
2827 Par Lane  
Tallahassee, FL 32301

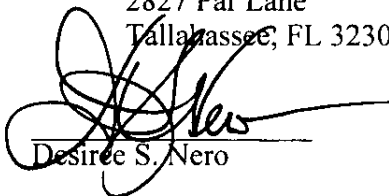
**ARTICLE VIII  
DISSOLUTION CLAUSE**

Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes 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.

**ARTICLE IX  
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Desiree S. Nero  
2827 Par Lane  
Tallahassee, FL 32301

  
Desiree S. Nero

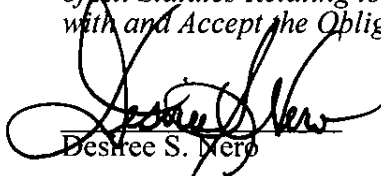
5-27-16  
Date

Certificate of Designation  
Registered Agent/Registered Office

Pursuant to the provisions of applicable Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: NERO CONSULTING GROUP, I, Inc.
2. The name and address of the registered agent is: Desiree S. Nero, 2827 Par Lane, Tallahassee, FL 32301.
3. The address of the office is: 2827 Par Lane, Tallahassee, FL 32305.

*Having Been Named as Registered Agent and to Accept Service of Process for the above Stated Corporation at the Place Designated in this Certificate, 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 Relating to the Proper and Complete Performance of My Duties, and I Am Familiar with and Accept the Obligations of My Position as Registered Agent*

  
Desiree S. Nero

5-27-16  
Date

16 MAY 31 PM 3:55  
TALLAHASSEE, FL 32305  
06/01/16