

N0000002252

TRANSMITTAL LETTER

FILED

00 MAR 31 AM 11:57

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: System of Success, Inc.  
(Proposed corporate name - must include suffix)

900003191789--2  
-03/31/00--01063--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Barbara A. Dixon  
Name (Printed or typed)

5156 Marla Drive  
Address

Panama City FL 32404  
City, State & Zip

(850) 784-6060 or 873-8732  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION**

**OF**

**System of Success, Inc.**

**A NOT FOR PROFIT ORGANIZATION**

The undersigned, acting as an incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such Corporation:

**ARTICLE I**

The name of the Corporation shall be System of Success, Inc., a not for profit corporation. The principal place of business of this Corporation shall be 1815 West 15<sup>th</sup> Street, Panama City, Florida 32401.

**ARTICLE II**

The period of the duration of this Corporation is perpetual unless dissolved according to law.

**ARTICLE III**

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

The purpose for which the Corporation is organized is to train and assist with educating adults as well as youth ages 10-17 with basic keyboard and computer skills, promote the advantages of staying in school, reach those who have dropped out and encourage them to reenter school. The Corporation will enhance educational, motivational needs through individual and group activities through part-time after school tutoring along with employability skills training. The Corporation will also provide workshops for women and those reentering the work force with keyboard/computer training and life long learning skills in order to function in today's society.

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CLERK OF DISTRICT COURT  
PANAMA CITY, FLORIDA

ARTICLE IV

The number constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the person who are to serve initially are:

<u>Name</u>	<u>Address</u>
Barbara A. Dixon, President & Treasurer	5156 Marla Drive, Panama City, FL 32404-6944
Ralph E. Dixon, Vice President	19502 East County Drive, Aventura, FL 33180
Ernestine O. Warren, Secretary	8147 Heritage Woods Drive, Panama City, FL 32404

There shall always be a minimum of three directors and so many additional as the Board of Directors may from time to time establish. The Directors shall be appointed pursuant to the By Laws.

ARTICLE V

This Corporation is organized under a non-stock basis.

ARTICLE VI

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all 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 of organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) and 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding sections of any prior to future law), or to the Federal, State, or Local Government for exclusive public purpose.

ARTICLE VII

The name and address of the incorporator is Barbara A. Dixon, 5156 Marla Drive, Panama City, Florida 32404-6944.

## ARTICLE VIII

Every Director and every Officer of the Corporation will be indemnified by the Corporation against all expenses and liabilities, including legal fees reasonably incurred by and imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a part or in which they may become involved by reason of his being or having been a Director or Officer at the time such expenses are incurred, except when the Director or Office is adjudged guilty of wilful misfeasance or malfeasance in the performance of his duties. Provided that in the event of a settlement, indemnification will apply only in the event that the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which such Director of Office may be entitled.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Article of Incorporation this 29 day of MAR 2, 2000.

  
BARBARA A. DIXON

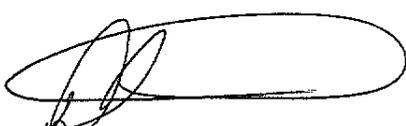
STATE OF FLORIDA  
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an office duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared BARBARA A. DIXON

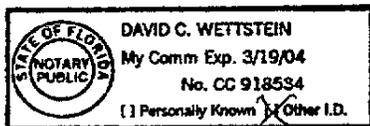
Who is personally known to me or and who executed the foregoing instrument

Who presented Florida Driver Lic identification, and did take oath acknowledging before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid on this 29 day of March, 2000.



(Notary Seal)



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

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00 MAR 31 AM 11:57  
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 607.0501, 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 System of Success, Inc., a not for profit organization.
2. The name and address of the registered agent and office is BARBARA A. DIXON, 5156 Marla Drive, Panama City, Florida 32404-6944; 1815 West 15<sup>th</sup> Street, Panama City, FL 32401..

SIGNATURE *Barbara A. Dixon*  
BARBARA A. DIXON

TITLE: Program Director

DATE: March 29, 2000

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.

SIGNATURE *Barbara A. Dixon*

DATE: March 29, 2000