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TRANSMITTAL LETTER

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

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-04/24/00--01100--004

*****87.50 *****87.50

SUBJECT: FOUNDATIONS FOR LIFE, INC.
(PROPOSED CORPORATE NAME)

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

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: John Carter Rich
Name (Printed or typed)
12154 Saint Andrews Place, Suite 106
Address
Miramar, Florida 33025
City, State & Zip
(305) 322-6141
Daytime Telephone Number

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

S. Thompson MAY 01 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 26, 2000

JOHN CARTER RICH
12154 SAINT ANDREWS PL., STE. 106
MIRAMAR, FL 33025

SUBJECT: FOUNDATIONS FOR LIFE, INC.
Ref. Number: W00000010941

We have received your document for FOUNDATIONS FOR LIFE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the 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) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 900A00022831

ARTICLES OF INCORPORATION
FOR
SKILLWORKS, INC.

FILED
00 MAY -1 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 617.0202 of the Florida Statutes, following are the Articles of Incorporation of SKILLWORKS, INC., in their entirety:

ARTICLE I – NAME

The name of the corporation is SKILLWORKS, INC., (hereinafter “SKILLWORKS”).

ARTICLE II – PRINCIPAL PLACE OF BUSINESS

The principal place of business operation is Miami-Dade County, Florida and the corporate mailing address is 12154 Saint Andrews Place, Suite 106, Miramar, Florida, 33025.

ARTICLE III – ORGANIZATIONAL PURPOSE

- a) The purpose of SKILLWORKS is to provide a solid foundation for minority and underprivileged youth to live a positive life, through the development of essential educational and life skills, while employing areas of student interest as fundamental learning tools.
- b) SKILLWORKS is a nonprofit, public benefit corporation operating within the meaning of Section 501(c)(3) of the Internal Revenue Code and is not organized for the private gain of any person. This corporation is organized exclusively for charitable and educational purposes to aid poor, disadvantaged and minority individuals and families towards a life of self-sufficiency.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall be comprised of up to 15 members, including the Executive Committee.

Section 2. Election of Directors.

- a) The Board of Directors shall serve a one-year term and may be re-elected for successive years without limitation.
- b) At the end of each term, a Nominating Committee, comprised of at least three (3) but no more than five (5) members ratified by the Board of Directors, shall nominate Officers and Directors for election and shall perform such other duties as requested by the Board of

Directors. The Nominating Committee shall enforce any rules approved by the Board of Directors pertaining to nominations.

c) The Nominating Committee shall present to the President a slate of candidates to serve any available position no later than thirty (30) days prior to the end of SKILLWORKS' fiscal year.

d) Upon receipt of the report of the Nominating Committee, the President shall immediately notify the Board of Directors in writing of the names of persons nominated as candidates for Directors, and the right to petition to add additional names to the slate.

e) If no petition is filed within fifteen (15) days of the notice to Directors, the President shall close the nominations and the nominated slate of candidates shall be declared elected by the existing Board of Directors. If additional names are added by petition, SKILLWORKS shall hold an election of Directors within fifteen (15) days of the close of the petition submission period. Those Directors elected by a majority of the Directors present and voting in person or by proxy shall hold office until the end of the next fiscal year, until the election and qualification of their successors or until otherwise disqualified.

ARTICLE V – INITIAL DIRECTORS/OFFICERS

John Carter Rich, President
12154 Saint Andrews Place
Suite 106
Miramar, Florida 33025

Roy Curtis Washington, Vice President
6519 La Gorce Lane
Lakeworth, Florida 33463

Ayme Mercedes Figueroa, Vice President
1701 West 42nd Place
Suite 21
Hialeah, Florida 33012

Ana Tuttle, Treasurer
13540 S.W. 109th Terrace
Miami, Florida 33186

ARTICLE VI – ORGANIZATIONAL PROPERTY

The property of this corporation is irrevocably dedicated to Educational and/or Charitable purposes and no part of the net income or assets of SKILLWORKS shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Article III hereof.

ARTICLE VIII – DISSOLUTION

a) Upon the dissolution or winding up of SKILLWORKS, its assets remaining after payment of, or provision for payment of, all debts, and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for Educational and/or Charitable purposes under 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 asset not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively such purposes stated above.

b) Notwithstanding any other provision of these Articles, SKILLWORKS shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX – INITIAL REGISTERED AGENT

The initial Registered Agent is:

John Carter Rich
12154 Saint Andrews Place
Suite 106
Miramar, Florida 33025

ARTICLE X – INCORPORATOR

The Incorporator is:

John Carter Rich
12154 Saint Andrews Place
Suite 106
Miramar, Florida 33025

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

J. Cant R.D.
Signature/Registered Agent

4/27/00
Date

J. Cant R.D.
Signature/Incorporator

4/27/00
Date