

# No 1000007244

Obed Dorceus  
Attorney at Law  
3235 West Lakeshore Drive  
Tallahassee, FL 32312  
(850) 553-9456

October 10, 2001

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

400004630974-2  
-10/11/01--01022--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: NATIONAL ORGANIZATION FOR THE ADVANCEMENT  
OF MINORITIES THROUGH EDUCATION, INC.

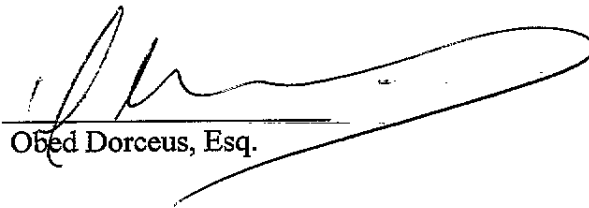
Dear Department of State:

This Law Office represents the above not-for-profit corporation. Enclosed, please find an original and one copy of the Articles of Incorporation for the above-proposed corporation. Also enclosed is a check in the amount of \$78.75 in payment of the following fees:

Filing Fee	\$35.00
Designation of registered agent	\$35.00
Certified copy (optional)	\$ 8.75
Total	\$78.75

Please file the original Articles and return the certified copy to me at the above address.

Sincerely,

  
Obed Dorceus, Esq.

FILED  
OCT 11 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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10/11/01

ARTICLES OF INCORPORATION  
OF  
NATIONAL ORGANIZATION FOR THE ADVANCEMENT  
OF MINORITIES THROUGH EDUCATION, INC.  
(A Florida Corporation Not For Profit)

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TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation is **National Organization for the Advancement of Minorities through Education, Inc.**, hereinafter referred to as the "Corporation".

**ARTICLE II. POWERS**

This Corporation shall have all powers provided for Corporations Not For Profit by Chapter 617 of the Florida Statutes.

**ARTICLE III. PURPOSES**

The general nature of the purposes of the Corporation is to promote a new type of affirmative action in schools and the work place and help universities and employers identify and recruit black, hispanic and other ethnic minority applicants without resorting to race. This Corporation will coordinate with different minority organizations and schools to identify and conduct workshops and seminar for ethnic minorities applying for admission into different university programs all over the country and the universities in return will consider participation into such seminars or programs as one of the factors in their decision to accept or reject applicants into their programs. The Corporation will further work with employers to diversify the workplace by providing job opportunities to the members of the Corporation.

The Corporation may receive and maintain funds of real or personal property, or both and subject to the restrictions and limitations hereinafter set forth, use and apply the whole or any part of the income therefrom and the principal part 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(c)(3) of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.

The Corporation may purchase, own, hold, improve, rent or lease property, both real and personal. The Corporation may acquire by gift, devise, bequest or otherwise, property of any kind and character whatsoever and wheresoever situated, sell, convey, pledge, mortgage, or otherwise, dispose of or encumber any such property, contract, sue and be sued in its corporate name, have a corporate seal and have any and all statutory and common law powers.

No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer of the corporation, or any private individual, and no member, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4943 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws. The Corporation shall not engage in any act of self dealing

as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws; nor retain any excess business holding as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws; nor make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

Notwithstanding any other provision of this Certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended. The Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office. The Corporation may edit and publish papers, magazines, pamphlets, periodicals and books. The Corporation may solicit, raise and receive funds and endowments for the purposes of carrying out the objectives of the corporation. Except

as limited by these Articles of Incorporation of its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not profit corporations under the laws of the State of Florida and , in general, fo any and all things as may be necessary or proper to carry out the objectives and purposes for which this corporation is formed.

#### **ARTICLE IV. QUALIFICATION OF MEMBERS**

The membership of this Corporation shall consist of such persons as, from time to time, may become members in the manner provided in the By-laws.

#### **ARTICLE V. TERM OF EXISTENCE**

This Corporation is to exist perpetually.

#### **ARTICLE VI. OFFICERS**

Section 1. The officers of the Corporation shall be the President, a Vice-President, a Secretary, a Treasurer and such other officers as may be provided by the By-laws.

Section 2. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-laws.

#### **ARTICLE VII. BOARD OF DIRECTORS**

Section 1. The business affairs of the Corporation shall be managed by the Board of Directors. The number of directors shall be provided in the By-laws but shall never be less than three (3).

Section 2. The Board of Directors shall be composed of members of the Corporation and shall be elected and hold office in accordance with the By-laws.

#### **ARTICLE VIII. BY-LAWS**

The Board of Directors of the Corporation may provide such By-laws for the conduction of its business and the carrying out of its purposes, and may amend, alter or rescind the By-laws as they may deem necessary from time to time.

#### **ARTICLE IX. AMENDMENTS**

These Articles of Incorporation may be amended at a regular meeting of the Board of Directors upon notice given, as provided by the By-laws of intention to submit such amendments, or at a special meeting of the Board of Directors called for that purpose, by a two thirds vote of those present.

#### **ARTICLE X. LOCATION**

The location of the Corporation shall be at those places established by the Board of Directors and the Executive Director that will enable the Corporation to effectively serve the target community.

#### **ARTICLE XI. ANNUAL MEETING**

The annual meeting of the Corporation shall be in January of each year, or at such time that is established by the Board of Directors.

#### **ARTICLE XII. DISSOLUTION**

In the event of dissolution of the Corporation or the winding up of its affairs, all

of the assets of the Corporation shall be distributed exclusively to charitable, religious scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulation as they now exist or as they may be hereafter amended. No member, director, officer or private individual shall be entitled to share in the distribution of any of the assets upon such dissolution.

#### **ARTICLE XIII. INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Corporation is Obed Dorceus. The street address of the initial registered office of this corporation is 3235 West Lakeshore Drive, Tallahassee, Florida 32312, which is the initial street address of the principal office of the Corporation.

#### **ARTICLE XIV. INCORPORATOR**

The name and address of the person signing these Articles is: Obed Dorceus, Esq., 3235 West Lakeshore Drive, Florida 32312.

#### **ARTICLE XIV. INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XV. ATTESTATION**

IN WITNESS THEREOF, the undersigned Incorporator makes and files these Articles of Incorporation to carry out the purposes of this Corporation, and said Incorporator does attest that the above facts and statements are truly and correctly stated

on this 15<sup>th</sup> day of October, 2001.

  
Obed Dorceus

STATE OF FLORIDA )  
                                  )SS.  
COUNTY OF LEON )

ON THIS DAY BEFORE ME, a Notary Public duly authorized in the State and County set forth above, personally appeared Obed Dorceus, personally known by me as the person described in the above Articles of Incorporation as the Incorporator, and he acknowledged before me that he executed the above-described Articles of Incorporation.

IN WITNESS THEREOF, I have set my hand and affixed my official seal at Tallahassee, County of Leon, State of Florida, this 10<sup>th</sup> day of October 2001.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My Commission expires



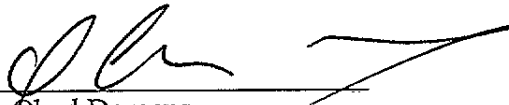
Loretta L. Latson  
MY COMMISSION # CC951076 EXPIRES  
September 24, 2004  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT**  
**FOR SERVICE OF PROCESS**

In accordance with chapter 48.091, Florida Statutes, the Corporation hereby designates Obed Dorceus of Tallahassee, Florida, as the Registered Agent of said




Corporation to accept service of process within the State of Florida.

By:   
Obed Dorceus  
President

**ACCEPTANCE OF DESIGNATION**

The person whose signature appears below accepts the above designation as  
Registered Agent for this Corporation, for service of process within the State of Florida,  
and agrees to comply with the provisions of the law which apply to said designation of  
Registered Agent.

  
Obed Dorceus  
3235 West Lakeshore Drive  
Tallahassee, Florida 32312

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA