

**N 02000003260**

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April 2, 2002

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

RE: WILLIE PEARL PORTER NURSING SCHOLARSHIP FOUNDATION, INC.

Gentlemen:

Enclosed please find original and one copy of the Articles of Incorporation for the above-referenced corporation, together with check in the amount of \$78.75.

Please file the original and return a certified copy to the undersigned. Thank you.

Sincerely,

*W. George Allen Esq.*

W. George Allen, Esq.

WGA/mlt  
Enclosures

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

*W02-10397*

FILED  
02MAY -1 PH 2:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*05-01-02*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 12, 2002

W. GEORGE ALLEN, ESQ.  
800 SOUTHEAST THIRD AVE-PENTHOUSE  
FT LAUDERDALE, FL 33316

SUBJECT: WILLIE PEARL PORTER NURSING SCHOLARSHIP FOUNDATION,  
INC.  
Ref. Number: W02000010397

We have received your document for WILLIE PEARL PORTER NURSING SCHOLARSHIP FOUNDATION, 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):

You must list the corporation's principal office and/or a mailing address in the document.

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) 245-6928.

Tim Burch  
Document Specialist  
New Filing Section

Letter Number: 402A00021907

ARTICLES OF INCORPORATION

FILED

OF

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WILLIE PEARL PORTER NURSING SCHOLARSHIP FOUNDATION, INC. STATE  
TALLAHASSEE FLORIDA  
A FLORIDA NON PROFIT CORPORATION

ARTICLE I  
Corporate Name

The name of this corporation shall be WILLIE PEARL PORTER NURSING SCHOLARSHIP FOUNDATION, INC. Its principal address shall be 1081 N.W. 56th Street, Miami, Florida 33127.

ARTICLE II  
Corporate Nature

This is a nonprofit corporation, organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not For Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III  
Duration

The term of existence of the corporation is perpetual.

ARTICLE IV  
General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- a) for the advancement of Nursing Education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- b) To provide scholarships to students.
- c) to operate exclusively in any other manner for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, (or the corresponding provision of any other applicable Internal Revenue Law) as amended, or under any corresponding provision of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE V  
Management of Corporate Affairs

a) Board of Trustees. The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of Trustees of the corporation shall be three, however, that number may be changed by a bylaw duly adopted by the members.

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of members at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Trustees and until the qualification of the successors in office. Annual meetings shall be held at Miami, Florida on the second Saturday of October of each year at 7:00 PM or at such other times or places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Trustees are as follows:

<u>Name</u>	<u>Address</u>
Willie Pearl Porter	1081 N W 56th Street Miami, Florida 33127
Laurestine Porter	4240 S W 152 Avenue Miramar, Florida 33027
Albert Porter	1221 N W 88th Street Miami, Florida 33147

b) Corporate Officers. The Board of Trustees shall elect

Treasurer, and such other officers as the bylaws of this corporation may authorize the Trustees to elect from time to time, initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
President: Willie Pearl Porter	1081 N W 56th Street Miami, Florida 33127
Secretary: Laurestine Porter	4240 S W 152th Avenue Miramar, Florida 33027
Treasurer: Albert Porter	1221 N W 88th Street Miami, Florida 33147

ARTICLE VI  
Earnings and Activities of Corporation

a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

b) No substantial part of the activities of the corporation shall be the carrying on of propoganda, 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 any candidate for public office.

c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII  
Distribution of Assets

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of 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 or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees 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 as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII  
Subscribers

The names and residence addresses of the Subscribers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Willie Pearl Porter	1081 N W 56th Street Miami, Florida 33127
Laurestine Porter	4240 S W 152 Avenue Miramar, Florida 33027
Albert Porter	1221 N W 88th Street Miami, Florida 33147

ARTICLE IX  
Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit law of the State of Florida, concerning corporate action that much be authorized or approved by the trustees of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Trustees, or by following the procedure set forth therefore in the Bylaws.

ARTICLE X  
Declaration of Assets

The property of this corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee or officer thereof, or to the benefit of any private individual.

ARTICLE XI  
Registered Agent and Office

The address of the corporation's registered office shall be 800 S E 3rd Avenue, Penthouse, Fort Lauderdale, Florida 33316, and the name of its registered agent at said office shall be W. GEORGE ALLEN, ESQ.

ARTICLE XII  
Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote.

We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 20<sup>th</sup> day of March, 2002.

Willie Pearl Porter  
WILLIE PEARL PORTER  
Laurestine Porter  
LAURESTINE PORTER  
[Signature]  
ALBERT PORTER

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared and WILLIE PEARL PORTER, LAURESTINE PORTER, and ALBERT PORTER personally known to me to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20<sup>th</sup> day of March, 2002.

Notary Stamped Seal:

Mary L. Taylor  
Notary Public

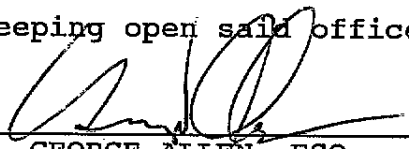
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First: That WILLIE PEARL PORTER NURSING SCHOLARSHIP FOUNDATION, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Miami, Florida, and W. GEORGE ALLEN, ESQ., 800 S E 3rd Avenue, Penthouse, Fort Lauderdale, Florida 33316, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
W. GEORGE ALLEN, ESQ.  
Registered Agent

02 MAY - 1 PM 2:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA