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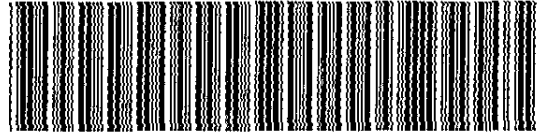
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03 NOV -6 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/11

TRANSMITTAL LETTER

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

SUBJECT: TLC in Action, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: Channey Johnson
Name (Printed or typed)

1651 NE 115 Street #33C
Address

Miami, FL 33181
City, State & Zip

305-893-2844
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
TLC IN ACTION, INC.**

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03 NOV -6 AM 11:54

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLE I
NAME**

The name of this corporation is TLC in Action, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principle office and mailing address of this corporation is:

1651 NE 115 Street #33C
Miami, FL 33181

**ARTICLE III
PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business. The corporation is organized for the purpose of providing charitable educational and social services to learning communities (i.e. administrators, teachers, children, parents and families, and business representatives) in the South Florida area. The services that will be provided to the constituents are designed to (1) promote awareness of educational issues in today's schools (2) enhance literacy through small, focused learning communities that possess a common area of interest/need centered on education, and (3) self-development leading to improved practices and relationships. The services will include, but are certainly not limited to educational services, consultation services, referral services, and management services.

The foregoing purposes and activities will be interpreted as examples only and not limitations and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes, which may become necessary or desirable for the furtherance of the corporate objectives expressed above.

Said 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 (IRC), or corresponding section of any future federal tax code.

**ARTICLE IV
ELECTION OF DIRECTORS/OFFICERS**

The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her death, or until he/she shall resign or shall have been removed in the manner hereinafter provided.

**ARTICLE V
NAMES AND ADDRESSES OF OFFICERS**

<u>NAME</u>	<u>ADDRESS</u>
Channey Johnson, Ed. D. (President)	1651 NE 115 Street #33C Miami, FL 33181
Antoine J. Wright (1 st Vice President)	21342 NW 12 Avenue Miami, FL 33157
Angela Tai (2 nd Vice President)	15456 SW 99 Lane Miami, FL 33196

**ARTICLE VI
COMPENSATION FOR OFFICERS AND SERVICES PROVIDED**

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. However, the corporation may hire a director as an employee of the corporation. The corporation may also pay reasonable compensation for services rendered and may make payments or distributions in furtherance of the purposes set for in Article III. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as permitted by code 501 (h) of the IRC). 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. Notwithstanding any other provision of this document, 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 IRC, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the IRC, or corresponding section of any future federal tax code.

**ARTICLE VII
BY-LAWS**

The power to alter, amend, or repeal the By-laws of this corporation shall be vested in each of the officers and board of directors of this corporation.

**ARTICLE VIII
INDEMNIFICATION**

This corporation shall indemnify any officer, director, or incorporator or any former officer, director, or incorporator of this corporation to the fullest extent permitted by law.

**ARTICLE IX
COMMENCEMENT AND DURATION**

This corporation shall commence on the date on which these Articles of Corporation are filed with the Secretary of the State of the State of Florida and shall exist thereafter perpetually until dissolved by law.

In the event of the dissolution of the corporation, the assets of the corporation shall be distributed only to one or more entities organized and operated for religious, charitable, or educational purposes and described in Sections 170 (c) (2) and 501 (c) (3) of the IRC, 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 assets not disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE X
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

1651 NE 115 Street #33C
Miami, FL 33181

The name and address of the initial registered agent of this corporation is:

NAME

Channey Johnson, Ed. D.

ADDRESS

1651 NE 115 Street #33C
Miami, FL 33181

**ARTICLE XI
THE NAME AND ADDRESS OF THE INCORPORATOR**

FILED
03 NOV -6 AM 11:
SECRETARY OF STA
TALLAHASSEE, FLOI

NAME

Channey Johnson, Ed. D. (President)

ADDRESS

1651 NE 115 Street #33C
Miami, FL 33181

**ARTICLE XII
AMENDMENTS**


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment there to, and any right conferred upon the board of directors is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of her appointed as registered agent therein this 30th day of October 2003.

I HEREBY AM FAMILIAR WITH AND ACCEPT
THE DUTIES AND RESPONSIBILITIES OF THE
REGISTERED AGENT.

Channey Johnson, Ed. D.

Incorporator and Registered Agent



Signature

10/30/03

Date