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LAW OFFICES
BOUTWELL & CONNICK
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
POST OFFICE BOX 1186
DEERFIELD BEACH, FLORIDA 33441

ROBERT E. BOUTWELL, P.A.
A. THOMAS CONNICK, P.A.

TELEPHONE: (954) 428-0300
FACSIMILE: (954) 428-6506

December 12, 2003

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **Emotional Endurance Institute for Entrepreneurs, Inc.**
a Florida not for profit corporation

Gentlemen:

Enclosed please find the following with reference to the above corporation:

1. Original and one copy of Articles of Incorporation.
2. Original and one copy of Certificate of Designation and Acceptance by Registered Agent.
3. Check in the amount of \$78.76 to cover the Charter Tax, Filing Fee, Certified Copy of Articles of Incorporation and Resident Agent Fee.

Please file the originals and return a certified copy to me.

If you have any questions, please contact me.

Sincerely,

A. Thomas Connick / law

A. THOMAS CONNICK

ATC/law
Enclosures

cc: client

**ARTICLES OF INCORPORATION
EMOTIONAL ENDURANCE™ INSTITUTE FOR ENTREPRENEURS, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

ARTICLE 1. Name. The name of the corporation is as follows: Emotional Endurance™ Institute for Entrepreneurs, Inc.

ARTICLE 2. Address. The address of the principal office and the mailing address of the corporation is: Principal Office/Mailing Address:

Emotional Endurance™ Institute for Entrepreneurs, Inc.
c/o Poznick & Associates
2994 Jog Road, Suite A
West Palm Beach, FL 33463

ARTICLE 3. Initial Registered Office and Agent. The street address of the initial registered office of the corporation is: 2994 Jog Road, Suite A, West Palm Beach, FL 33463
The name of its initial registered agent at that address is: Carole Kay

ARTICLE 4. Not For Profit. The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. §501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. §501(c)(3).

ARTICLE 5. Duration. The duration (term) of the corporation is perpetual.

ARTICLE 6. Purposes. For charitable, scientific and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code and, subject to this limitation including but not limited to the specific purposes set, forth below:

Specific purposes of said corporation subject to the limitations set forth herein above include but are not limited to the following:

- A. To provide assistance to individuals or groups who are looking to establish a business or are already in business and who are struggling to succeed. The individuals or groups will predominately be a minority group/individual such as women but not limited to such.
- B. To engage in and promote, for the benefit of small business owners, research and/or study of the success of small business owners.
- C. To contribute to the success of small business and minority business enterprise.
- D. To educate the business community and provide services that support small and minority business growth.

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TALLAHASSEE, FL
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E. To work in partnership with other business organizations by providing business services.

F. To reduce and minimize unemployment.

ARTICLE 7. Powers. Solely for the above purposes, the corporation shall have the following powers, acting through its Board of Directors:

A. To act directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts or things and to engage in any and all lawful activities authorized or permitted by section 617.0302, Florida Statutes, or its successor statutes, which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organization whose activities are such as to further, accomplish, foster, or attain any of such purposes, provided the corporation shall exercise only such powers as are permitted by and are in furtherance of the exempt purposes of organizations set forth in Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

B. To engage in lawful activity for which corporations may be organized under Chapter 617, Florida Statutes and Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code, as the same may be amended from time to time.

C. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

D. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

E. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

F. Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law or (2) a corporation to which contributions are deductible under Section 170 (c)(2) of the internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE 8. Limitation. No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members, directors or officers, but 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 these Articles.

ARTICLE 9. Tax Exempt Status. It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. §501(a) as an organization described in 26 U.S.C.A. §501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. §509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not

carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. §501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE 10. Board of Directors. There shall be a board of directors consisting of at least three individuals, with there being no limitation on the number of directors except to the extent as determined by the board of directors. The initial directors are elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors. The initial Board of Directors, giving their names and addresses are:

Name Address

Suzanne Mulvehill, MBA, 377 SW 29th Avenue, Delray Beach, FL 33445

Carole Kay, 3209 Hoylake Road Lake Worth FL 33467

John Scannell, 1301 N.W. 6th Street, Boca Raton, FL 33486

The management of the activities, affairs and property of the corporation shall be vested in a board of directors said number to be fixed from time to time by the bylaws of the corporation.

The directors shall possess such qualifications, be elected and qualified in such manner, serve for such terms and upon such conditions, have such voting rights exercise such powers and perform such duties, in addition to those conferred upon them by statute, as may be prescribed by the bylaws of the corporation.

The board of directors may adopt bylaws, not inconsistent with these articles of incorporation or the laws of the State of Florida for the management and control of the corporation, and may promulgate and amend from time to time suitable policies and rules and regulations governing the work and activities of the corporation, the care and use of its property, the qualification, duties, performance of work and conduct of its staff and other personnel and employees and such other matters as may be necessary and desirable in the judgment of the directors.

ARTICLE 11. Officers. The officers of the corporation may consist of a president or co-presidents (as the board of directors determines), one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

The initial officers are:

President: Suzanne Mulvehill, MBA, 377 SW 29th Avenue, Delray Beach, FL 33445

Vice-President: Carole Kay...3209 Hoylake Road Lake Worth FL 33467

Secretary/Treasurer: John Scannell, 1301 N.W. 6th Street, Boca Raton, FL 33486

ARTICLE 12. Incorporators. The name and street address of each incorporator is as follows:

Suzanne Mulvehill, MBA 377 S.W. 29th Avenue, Delray Beach, FL 33445

Carole Kay, 3209 Hoylake Road Lake Worth Fl 33467

ARTICLE 13. Bylaws. The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE 14. Amendment. The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them. Amendments can be made by a majority vote of the Board of Directors.

ARTICLE 15. Indemnification and Civil Liability Immunity. The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE 16. Commencement of Corporate Existence. The date when corporate existence shall commence is the date of incorporation.

ARTICLE 17. Dissolution. On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. §170 (c)(1) or 26 U.S.C.A. §170(c)(2)(B) and is described in 26 U.S.C.A. §509(a)(1), (2) or (3).

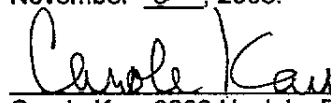
In, witness, the undersigned incorporators have signed these articles of incorporation on the date as below indicated, and have designated the Registered Agent and office as below indicated:

November 12, 2003.



Suzanne Mulvehill, MBA 377 S.W. 29th Avenue, Delray Beach, FL 33445

November 6th, 2003.



Carole Kay, 3209 Hoylake Road, Lake Worth, FL 33467

**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Fla. Stat. §617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. Name of the corporation: Emotional Endurance™ Institute for Entrepreneurs, Inc.
2. Name and address of the registered agent and office: The street address of the initial registered office of the corporation is: 2994 Jog Road, Suite A, West Palm Beach, FL 33463
The name of its initial registered agent at that address is: Carole Kay

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Dated: 11/6/03

Carole Kay
Carole Kay
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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