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TRANSMITTAL LETTER

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

SUBJECT: \_\_\_\_\_

ON TRACK Tutoring 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: \_\_\_\_\_

Dwight Walker  
Name (Printed or typed)

259 NW 29th Terrace  
Address

Ft. Lauderdale, FL 33311  
City, State & Zip

954-249-9289  
Daytime Telephone number

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

# Articles Of Incorporation Of ON TRACK TUTORING, Inc.

THE UNDERSIGNED natural person being the age of eighteen (18) years or more, acting as incorporator of a corporation under the Florida Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation:

## ARTICLE I CORPORATE NAME

- 1.1 The name of the corporation is on track tutoring, Inc.

## ARTICLE II DURATION

- 2.1 The period of duration of this corporation is perpetual.

## ARTICLE III PURPOSES

3.1 The corporation is organized exclusively for charitable and educational purposes, and not for profit, including:

- (a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Florida, and to act and operate as a charitable organization in lessening the burdens of government, providing relief of the poor, the hungry, the homeless, and distressed by educational training program, self-help program, providing financial support and providing food and clothing to the aforesaid.
- (b) To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.
- (c) To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are

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consistent with those powers described in the Florida Nonprofit Corporation and Corporation Association Act, as amended and supplemented.

- (d) To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."

3.2 The corporation shall have the power to conduct activities and engage in transactions incidental to the accomplishment of the above purposes, including the power to accept contributions, subject to the following limitations:

- (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth above;
- (b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, 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 except as authorized under the most current Internal Revenue Code;
- (c) Notwithstanding any other provision of these Articles, the corporation 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law); or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of said Internal Revenue Code.

3.3 If the corporation is ever classified by the Internal Revenue Service as a Private Foundation, the following provisions will prevail:

- (a) The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942.
- (b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d).
- (c) The corporation shall not retain any excess business holdings as defined in Section 4943(c).
- (d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944.
- (e) The corporation shall not make any taxable expenditures as defined in Section 4949(d).

3.4 Any references herein to "Section" refers to a section of the Internal Revenue Code of 1986, as amended, and to any corresponding subsequent federal tax laws.

#### **ARTICLE IV MEMBERSHIP**

4.1 The corporation shall have no members.

#### **ARTICLE V SHARES**

5.1 The corporation shall not issue any shares of stock.

#### **ARTICLE VI BY-LAWS**

6.1 Provisions for the regulation of the internal affairs of the corporation are to be determined and set forth in the By-Laws. The original By-Laws shall be adopted by the Board of Directors of the corporation. Thereafter, By-Laws may be adopted, amended or repealed by the Board of Directors in accordance with the By-Laws.

## **ARTICLE VII DISSOLUTION**

7.1 Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation in such manner 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).

7.2 Any such assets not so disposed of by the Board of Directors shall be disposed of by the district court of the county in which the principal office of the corporation 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 VIII DIRECTORS**

8.1 The number of Directors of this corporation shall be three, or more than three, as fixed from time to time by the By-Laws of the corporation. The number of Directors constituting the initial Board of Directors is three, and the names and addresses of the persons who are to serve as Directors until their successors are elected and shall qualify are:

Jamel Walker  
2825 South Oakland Forest Drive Apt.202  
Oakland Park, Fl 33309

Dennis Walker  
2825 South Oakland Forest Drive Apt.202  
Oakland Park, Fl 33309

Denise Ingram  
259 NW 29th Terrace  
Ft. Lauderdale, Fl. 33311

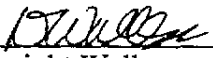
8.2 In order to qualify, Directors need not be a resident of the State of Florida.

**ARTICLE IX  
INCORPORATORS**

9.1 The name and address of the incorporator(s) is:

Dwight Walker  
259 NW 29th terrace  
Ft. Lauderdale, Fl 33311

INCORPORATOR(S):

  
Dwight Walker

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**ARTICLE X  
PRINCIPAL PLACE OF BUSINESS**

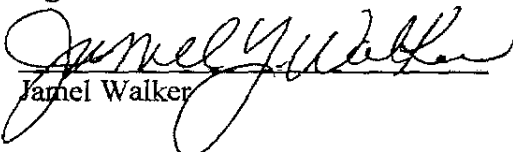
10.1 The principal place of business of this corporation is:  
2825 Oakland Forest Drive Apt.202  
Oakland Park, Fl. 33311.

The business of this corporation may be conducted in all counties of the State of Florida and in all states of the United States, and in all territories thereof, and in all foreign countries as the Board of Directors shall determine.

**ARTICLE XI  
REGISTERED OFFICE AND AGENT**

11.1 The name and address of the corporation's initial registered office shall be:  
Jamel Walker  
2825 Oakland Forest Drive Apt.202  
Oakland Park, Fl. 33309

Signature of REGISTERED AGENT:

  
Jamel Walker