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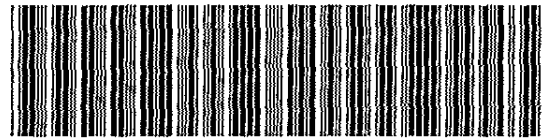
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TALLAHASSEE, FLORIDA

TA 4/12/04

TRANSMITTAL LETTER

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

SUBJECT: Computer Enrichment Center, 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: Sheryl L. Mays
Name (Printed or typed)

511 Kentia Road
Address

Casselberry, FL 32707
City, State & Zip

407-310-5344
Daytime Telephone number

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

FILED

04 APR - 6 PM 1:55

SECRET
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
COMPUTER ENRICHMENT CENTER, INC.
A FLORIDA NONPROFIT CORPORATION**

We, the undersigned, as natural persons over the age of 18 years, acting as incorporators of a non-profit corporation, adopt the following Articles of Incorporation pursuant to Chapters 617 and 607, Florida Statutes.

**ARTICLE I
NAME/ MAILING ADDRESS**

The name of this Corporation is Computer Enrichment Center, Inc. and its principal office and mailing address is: 511 Kentia Road, Casselberry, FL 32707.

**ARTICLE II
CORPORATE PURPOSE**

The Corporation is organized exclusively for charitable, educational, literacy, and scientific purposes, as will qualify it for exemption from federal income tax under 501 (a) of the Internal Revenue code of 1986, as amended, or corresponding section of any future United States Internal Revenue Law (the "Code") as an organization described sections 501 (c) 3 of the Code.

Within the scope of the forgoing, the Corporation is specifically organized:

- (1) To advance the development of children and adults by familiarizing them with computer technology.
- (2) To provide mentoring in educational studies that corresponds with school curriculum and provide computer related education and training.
- (3) To allow people through self-teaching tutorials to enhance their knowledge and allow them to use this knowledge to motivate them in their employment ventures.
- (4) To provide resources that may not otherwise be available to children after school.

- (5) To accept funds as may be given to the Corporation by individuals, corporations (for-profit or not-for-profit), trusts (private or charitable) Foundations (public or private), government agencies (local, state or federal) or similar organizations or entities.
- (6) To engage in such other activities as are necessary, appropriate, or convenient to the furtherance of the forgoing stated purpose and permitted under the laws of Florida and of the United States.

ARTICLE III RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such Corporations and in addition thereto the following restrictions shall pertain:

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, trustees, officers or other private persons except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 2 hereof.

No substantial part of the activities of the Corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

The Corporation shall not participate, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of, or opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted:

- (1) By a corporation exempt from federal income tax under Section 501(c) 3 of the Code,
- (2) By a corporation, contributions to which are deductible under section 170 (c) 2 of the Code,
- (3) By a corporation organized under Part 1 of Chapter 617 of the Florida Statutes.

ARTICLE IV BOARD OF DIRECTORS

A Board of Directors shall govern the Corporation. Each Director shall be elected by the membership for a stated term as provided in the bylaws.

The Board of Directors may be increased or decreased as provided in the Bylaws but in no case shall the number of Directors be less than three.

The names and addresses of the initial officers and directors shall be filed after the first general meeting of the Board of Directors.

The Corporation is intended to qualify and to operate as a public charitable organization and receive no more than one-third of its revenue from gross investment income and more than one-third of its revenue from contributions, membership fees and gross receipts from activities.

In any calendar year the Corporation is operated as a private foundation, as that term is defined in Section 509 of the Code, the Board of Directors shall make distributions of income at such time and in such manner as not to subject the Corporation to tax under Section 4941 (d) of the Code and shall not make any taxable expenditures, as defined in Section 4945 (d) of the Code. The Board of Directors shall not make any investments that jeopardize the charitable purpose of the Corporation, within the meaning of Section 4944 of the Code, and the regulations there under, or retain any excess business holdings, within the meaning of Section 4943 (c) of the Code.

ARTICLE V OFFICERS

The officers of the Corporation shall be a chairperson, a vice-chairperson, a secretary and a treasurer who shall perform the usual functions of these offices. The Board of Directors, as provided in the Bylaws, may appoint additional officers.

The Board of Directors at its annual meeting shall elect the officers of the Corporation. All officers shall continue to serve until the election of their successors.

ARTICLE VI
ACCEPTANCE OF GIFTS, DEVICES AND BEQUESTS;
APPLICATION THEREOF

The officers or Directors of the Corporation may accept on its behalf any designated contribution, gift or device consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation, designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Corporation shall, at all times, reserve all rights over, interest in, and control over such contributions. The Corporation shall have full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. If the Corporation is a beneficiary of any gift, device or bequest, subject to conditions subsequent with respect to the administration or alienation of the property, the Corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

ARTICLE VII
ADOPTION AND AMENDMENT OF BYLAWS

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. The Bylaws may thereafter be amended by a two-thirds vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed Bylaw amendment is furnished to each Director at least five days to such meeting.

ARTICLE VIII
AMENDMENT OF ARTICLES OF INCORPORATION

Amendments of the Articles of Corporation shall be proposed by and adopted by a two-thirds vote of the Board of Directors at any regular or special meeting of the Board of Directors in which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments be furnished each Director not less than ten days of such meeting.

ARTICLE IX
GOVERNING LAW

The laws of the State of Florida shall govern the operation of the corporation. The Board of Directors, however, is prohibited from exercising any power or discretion granted under said laws that would be inconsistent with the qualification of the Corporation as an organization described in Section 501 (c) 3 of the Code and the corresponding regulations.

**ARTICLE X
INCORPORATORS**

The name and address of the incorporators of these Articles of Incorporation are as follows:

- 1) Sheryl L. Mays, 511 Kentia Road, Casselberry, FL 32707
- 2) Sheila Miles, 2333 Ehrler lane, Winter Park, FL 32729

IN WITNESS WHERE OF, the undersigned has signed these Articles of Incorporation, as the Incorporators, this 2 day of April 2004

Signature Sheryl L. Mays
Sheryl L. Mays, Incorporator.

Signature Sheila Miles
Sheila Miles, Incorporator.

ACCEPTANCE BY REGISTERED AGENT

I hereby agreed to act in as the Registered Agent for the Computer Enrichment Center, Inc. and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

The name and address of the registered agent is Sheryl L. Mays, 511 Kentia Road, Casselberry, FL 32707.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation, as the registered agent, this 2 day of April 2004

Signature Sheryl L. Mays
Sheryl L. Mays, Registered Agent