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TRANSMITTAL LETTER

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

SUBJECT: IREPA, 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: KURT B. YOUNG
Name (Printed or typed)

3406 N. AVON AVE
Address

TAMPA FL 33603
City, State & Zip

407-230-5603
Daytime Telephone number

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

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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OF

IREPA, INC.

ARTICLE I: CORPORATE NAME

The name of this corporation shall be: IREPA, Inc.

ARTICLE II: CORPORATE NATURE

This organization of IREPA is as organized as follows:

- A. The corporation is organized exclusively for the advancement of education and operated exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.
- B. The corporation is organized pursuant to the Florida Nonprofit Corporation Code.

ARTICLE III: EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of IREPA:

- A. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its Directors, Advisors, Officers, or others private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
- B. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- C. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV: SPECIFIC PURPOSES

The specific and primary purposes for which IREPA is formed are to provide a wider understanding of the nature of contemporary governments, their domestic and international policies, and the dynamics of the global political economy through scholarly activities and research.

ARTICLE V: DURATION

The duration of IREPA existence shall be perpetual.

ARTICLE VI: MANAGEMENT OF CORPORATE AFFAIRS

The management and operations of the corporation shall be conducted as follows:

- A. BOARD OF DIRECTORS. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of not less than three (3) and no more than five (5) persons, provided that the number and composition of the Board of Directors may be changed by the By-laws of the corporation, duly adopted by the Board of Directors.

- B. **METHOD OF SELECTION OF DIRECTORS.** Directors of the Board shall be nominated and elected by a majority vote of the Board at the first annual meeting.
- C. **TERM OF OFFICE OF DIRECTORS.** The term of office of each Director of the corporation shall be fixed by the By-laws of the corporation.
- D. **EXECUTIVE COMMITTEE.** The Board of Directors shall appoint an Executive Committee which shall consist of the Chair of the Board of Directors and the Secretary of the Board of Directors. The Executive Committee may act in lieu of the Board of Directors between regular meetings of the Board of Directors; and shall have the authority to exercise all of the powers and prerogative of the Board of Directors, except to appoint any person therefrom. The Executive Committee may be brought into session on the call of the Chairman of the Board of Directors.
- E. **INITIAL CORPORATE OFFICERS AND BOARD MEMBERS.** The number of Directors constituting the initial Board of Directors is three (3). Their names and addresses are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Kurt B. Young	Chair of the Board of Directors and Executive Director	3406 N. Avon Ave Tampa, Florida 33603

Dennis Wellington

Vice-Chair of the
Board of Directors

1524 S. Hiawassee Rd #81
Orlando, Florida
32835

Mr. Kareem Young

Secretary

5108 Treecrest Pkwy
Decatur, Georgia
30035

Members of the initial Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the By-laws.

ARTICLE VII: EARNINGS AND ACTIVITIES OF CORPORATION

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its Directors, Advisors, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purpose set forth in ARTICLE IV, hereof.
- B. Notwithstanding any other provisions 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 502
 - (c) (3) of the Internal Revenue Code of 1954, (or the corresponding provisions of any future United States 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 provisions of any future United States Internal Revenue Law).

- C. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any power that are not in furtherance of the purposes of this corporation.

ARTICLE VIII: DISSOLUTION AND DISTRIBUTION OF ASSETS

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making the provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations created and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualified as an exempt organization within the meaning of section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Law), as the board 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 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 IX: PERSONAL LIABILITY

No officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the

property of the officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE X: MEMBERSHIP

The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's By-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE XI: AMENDMENT OF BY-LAWS

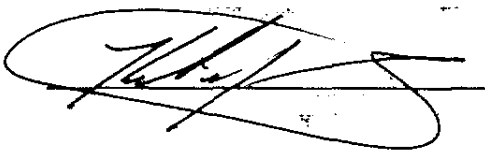
Subject to the limitation contained in the By-laws, and any limitations set forth in the Not For Profit Laws of the State of Florida, concerning corporate action that must be authorized or approved by the Board of Directors of the corporation, By-laws of the corporation may be made, altered, rescinded, added to, or new By-laws may be adopted by the Board of Directors, or by following the procedures set forth in the By-laws.

ARTICLE XII: DEDICATION OF ASSETS

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

ARTICLE XIII: INCORPORATOR

THE UNDERSIGNED, being the incorporator of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, having executed these Articles of Incorporation, this 23rd day of April, 2004.



NAME

ADDRESS

Kurt B. Young

3406 N. Avon Ave
Tampa, Florida
33603

ARTICLE XIV: REGISTERED AGENT AND MAILING ADDRESS

The Principal Agent and Address of IREPA shall as follows until otherwise changed by the Board of Directors.

NAME

ADDRESS

Kurt B. Young

3406 N. Avon Ave
Tampa, Florida
33603

CONSENT TO APPOINTMENT OF REGISTERED AGENT

I, Kurt B. Young, hereby consent to serve as registered agent, in the State of Florida, for IREPA. I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation; to forward all mail and license renewals to the appropriate officer of the corporation; and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

DATED:

9/23/04

A handwritten signature in black ink, appearing to read 'Kurt B. Young', is written over a horizontal line.

Registered Agent

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