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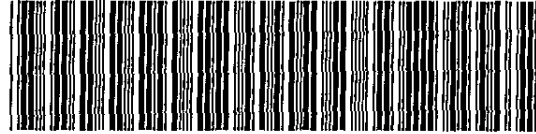
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APR 18 2005  
05:00:11 PM 2:15

J. Shivers APR 18 2005

## TRANSMITTAL LETTER

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

**SUBJECT:** Unity Powered, 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: Legalfilings.com Inc.  
Name (Printed or typed)

20121 Ventura Blvd., #302  
Address

Woodland Hills, CA 91364  
City, State & Zip

800-788-9706  
Daytime Telephone number

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

05 APR 11 PM 2:15  
RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**Articles of Incorporation of  
Unity Powered, Inc.**  
*A Florida Not-For-Profit Corporation*

Incorporated March \_\_, 2005

**ARTICLE I ~ NAME**

The name of the corporation is: **Unity Powered, Inc.**

**ARTICLE II ~ ADDRESS OF CORPORATION**

The initial street address of the principal office of the corporation shall be:

**2121 North Bayshore Drive, Suite 409, Miami, Florida 33137**

The mailing address shall be the same.

**ARTICLE III ~ AUTHORITY**

The corporation is organized pursuant to the provisions of the **Florida Not for Profit Corporation Act.**, in compliance with Chapter 617, F.S. (Not for Profit).

**ARTICLE IV ~ PURPOSES**

The corporation is organized exclusively for religious, charitable, educational, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including the making of distributions to the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law). *For further explanation of purpose, see attachment page.*

**ARTICLE V ~ DURATION**

The corporation shall have perpetual existence.

**ARTICLE VI ~ DIRECTORS**

**Section 1. Number**

The Board of Directors shall consist of not fewer than three (3) members, and of not more than a maximum number determined by the Bylaws of the Corporation as amended from time to time. The initial Directors shall be:

**Dennis Scott**  
**2121 North Bayshore Drive**  
**Miami, Florida 33137**

**Mauricio Suarez**  
**2821 NE 163<sup>rd</sup> Street, Apt. 6E**  
**N. Miami Beach, FL 33160**

**Mercedes Sanchez**  
**2121 North Bayshore Drive**  
**Miami, Florida 33137**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 APR 11 PM 2:15

**Articles of Incorporation of  
Unity Powered, Inc.**  
*A Florida Not-For-Profit Corporation*

**Section 2. Powers**

The Board of Directors shall govern the corporation, and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but are not limited to, the power to adopt and amend the Bylaws and other corporate governing documents (except these Articles of Incorporation), by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the United States.

**Section 3. Term**

The term of each member of the Board of Directors shall be established in the Bylaws.

**Section 4. Election**

Directors shall be elected by the remaining Directors by a majority vote upon the expiration of a Director's term or vacancy for any reason (including positions created by an increase in the number of Directors). If the Board of Directors is unable to select a successor Director(s), such successors(s) shall be appointed as soon as practicable.

**ARTICLE VII ~ RESTRICTIONS**

**Section 1. No Private Incurement**

No part of the net earnings of the corporation shall incur to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons; except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in Article III hereof. The corporation shall not have capital stock or shareholders.

**Section 2. No Substantial Lobbying**

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

**Section 3. No Political Campaigning**

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.

**ARTICLE VIII ~ INITIAL REGISTERED OFFICE AND AGENT**

The street address and mailing address of the initial registered office of this corporation is **2121 North Bayshore Drive, Suite 409, Miami, Florida 33137**, and the name of the initial registered agent of this corporation is **Dennis Scott**.

**ARTICLE IX ~ NO MEMBERS**

**Section 1. No Members**

**Articles of Incorporation of  
Unity Powered, Inc.**  
*A Florida Not-For-Profit Corporation*

The corporation shall not have members.

**ARTICLE X ~ POWERS**

**Section 1. General**

The corporation shall have all the rights and powers customary and proper for tax exempt non-profit corporations, including the powers specifically enumerated in Section 617.032, Florida Statutes.

**Section 2. Restrictions**

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

**Section 3. Charitable Trusteeship Etc.**

The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

**ARTICLE XI ~ DISSOLUTION**

**Section 1. Dissolution**

The Board of Directors may cease corporate activities and dissolve and liquidate the corporation, by a two-thirds vote.

**Section 2. Liquidation**

Upon dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation, and shall thereafter dispose of all of the assets of the corporation exclusively for the purposes stated in Article III hereof in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), as the Board of Directors shall determine.

**Section 3. Contingent Provision**

If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3), as said court shall determine.

**ARTICLE XII ~ CONTINGENT RESTRICTIONS**

**Articles of Incorporation of  
Unity Powered, Inc.**  
*A Florida Not-For-Profit Corporation*

**Section 1. Contingent Restrictions**

In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and only during the period which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article XII shall apply and the corporation shall: (1) not engage in any act of "self-dealing" (as defined in Section 4941 of the Internal Revenue Code; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time in such manner and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Internal Revenue Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Internal Revenue Code) that would subject the corporation to tax under Section 4943 of the Internal Revenue Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Internal Revenue Code) that would subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4945 of the Internal Revenue Code.

**Section 2. Definition**

Each reference in this Article XII to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue laws.

**ARTICLE XIII ~ CONFLICTS OF INTEREST**

**Section 1. Definition**

No officer, or director, or any other individual in a position of authority within the Organization shall be in a position of entering into a transaction or arrangement for the Organization which might personally benefit them, notwithstanding any other provision of these Articles of Incorporation.

**Section 2. Conflicts of Interests Exclusions**

Because Computer Training is a vital element to the success of the good-will recipient, and because a sufficient amount of time may not satisfy some of the recipients during the initial installation, it is understood and accepted that additional low-cost training services may be offered by any officer, director, or employee, as approved by the Board of Directors from time to time. Any such fee-based services shall not be required and only proposed as a continuing education offer to help the recipient further his/her goals.

**Section 3. Conflicts of Interests Policy**

A General Conflicts of Interests Policy shall be incorporated into the Bylaws of the Corporation and later adopted by a resolution of the governing board, notwithstanding any other provision of these Articles of Incorporation.

**Articles of Incorporation of  
Unity Powered, Inc.**  
*A Florida Not-For-Profit Corporation*

**ARTICLE XIV ~ MISCELLANEOUS**

**Section 1. Contingent Restrictions**

These Articles may be amended by a two-thirds majority vote of the directors then in office.

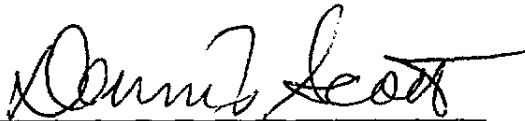
**Section 2. Date**

These Articles of Incorporation were authorized and adopted by the Board of Directors as of the \_\_\_\_ day of March, 2005.

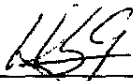
**Section 3. Director Vote**

A two-thirds majority vote of the Board of Directors then in office is required to amend these Articles of Incorporation. The Corporation does not have members under its Articles of Incorporation.


IN WITNESS WHEREOF, the undersigned officers of the Corporation have executed these Articles of Incorporation pursuant to Section 617.0202 of the Florida Not for Profit Corporation Law on the 30<sup>th</sup> day of March, 2005.



**Dennis Scott, President & Treasurer**  
2121 North Bayshore Drive  
Miami, Florida 33137



**Mauricio Suarez, Vice President**  
2821 NE 163rd Street, Apt. 6E  
N. Miami Beach, FL 33160



**Mercedes Sanchez, Secretary**  
2121 North Bayshore Drive  
Miami, Florida 33137

FILED  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF MIAMI  
05 APR 11 PM 2:15

## ARTICLE IV ADDENDUM ~ PURPOSE STATEMENT

### Unity Powered, Inc.

*A Florida Not-For-Profit Corporation*

## ARTICLE IV ADDENDUM ~ PURPOSES STATEMENT

### ***Section 1 - As the current articles describe Article IV:***

The corporation is organized exclusively for religious, charitable, educational, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including the making of distributions to the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

### ***Section 2 - Expanded Purpose Definition:***

Unity Powered, Inc. (hereinafter referred to as "UPI") is an organization helping underprivileged students (children and young adults), as well as needy senior citizens on fixed incomes, living in (but not limited to) South Florida. UPI does this by providing needed tools to improve their chances for greater academic success and/or improved interpersonal associations, primarily through the award of a refurbished or new Personal Computer, provided they do not already own one. UPI accepts donations of Cash, new & used Computers and Computer related Equipment (Monitors, Printers, Scanners, and other parts & components, as well as desks, tables chairs, lamps, etc.), refurbishes them where necessary, installs a licensed operating system & other application software (or freeware), and delivers the equipment free-of-charge to recipients (mostly students) who can demonstrate the most need and desire. Award Recipients are offered this through their School or Facility (hereinafter referred collectively as "the Institution") that also demonstrates a need.

### ***Section 3 - Awards:***

Computers & related equipment will initially be awarded to contest applicants (hereinafter referred to as "contestants") winning the PC under a "contest-like" atmosphere due to the limited availability of such equipment. *Initial Contestant Eligibility Requirements*<sup>1</sup> will be decided upon and may be modified from time to time by the UPI Board of Directors or designated UPI Committee (*see footnote for details on Initial Contestant Eligibility Requirements*). The Institutions selected to host each contest will also be decided upon by the UPI Board of Directors (or designated UPI Committee) targeting facilities who demonstrate the most need such as inner-city schools. Basic needs are assessed by the UPI Board of Directors (or designated UPI Committee) in conjunction with specific needs as noticed by the Institution Official whom might be sympathetic to particular applicant's environment and financial circumstances. Judging of contestants is expected to be conducted by a panel made up by at least one UPI Board member and at least one Institution Official but not less than three panel members for any given contest (*reference Section 5.1, Principle Activities for more information on judging*).

### ***Section 4 - Corporate Awareness:***

Corporate awareness or marketing strategies are initially anticipated to include Fund Raising events and eventually governmental cash grant provisions. Initial marketing activities will include (but not be limited to) business cards and word-of-mouth promotions, awareness flyers, and benevolent awareness gatherings. Eventually, regular mail, email, and grant solicitations will follow as a limited advertising budget allows. Initial Fund Raising activities may include (but not be limited to) charity flea markets and charity raffles of donated prizes to raise additional cash that will be needed to facilitate turnkey systems being provided.

## ARTICLE IV. ADDENDUM ~ PURPOSE STATEMENT

### Unity Powered, Inc.

#### *A Florida Not-For-Profit Corporation*

#### ***Section 5 - Initial Principle Activities Allocation of Volunteer Support:***

1. **Meeting with Institution Officials to introduce our gift-giving program; – 5%.**  
Schedule appointments and meeting with Institution Officials to explain contest requirements and attempt to schedule an audience to address the students and explain the contest to them personally. The top 'x' number of students will be selected by a panel that should include at least one Unity Powered Board Director and one Institution Official but not less than three presiding on the panel. Because the number of refurbished machines will be somewhat limited, we must structure the award (or "give-away") as a contest, whereby the top 'x' students will be the awarded recipients (where 'x' is equal to the number of machines ready and available for delivery). All minor children entering the contest must have their primary parent or custodial guardian's approval in writing prior to the selection deadline. The requirements for each contest are established by the Unity Powered Board of Directors and may be modified from time to time as needed. *See requirements footnote for further details.*
2. **Making arrangements with contributors and benefactors to receive delivery and take possession of donated equipment and cash contributions; – 5%.** Making calls to arrange a time when donated items can be collected. Receive donated cash and/or equipment at agreed time and place of pick-up.
3. **Refurbish donated equipment; – 35%.** Inspect equipment for damage or inoperable components. Diagnose faulty parts and either replace or retire. Format hard disk-drive and install new Operating System. Install Application software. Test and burn in for reliability. Clean and repair exterior where necessary.
4. **Review submitted essays for award selection; – 5%.**
5. **Meeting with award recipients to schedule, deliver, & install awarded computer & equipment; – 30%.** Calls to arrange a time when primary parent or custodial guardian will be home to receive the installation of the computer. Make delivery and install equipment at scheduled time and provide light training to the student on how to operate the PC and use the basic applications installed on it.
6. **Fund Raising; – 10%.** Fund Raising Activities include word of mouth marketing, handing out business cards and flyers, sponsoring charity raffles and charity flea markets, and developing proposals for cash grant requests.
7. **Administrative; – 10%.** Perform Office Bookkeeping, filing and organizing, banking transactions, and fund raising planning and scheduling. Keep Accounting and input of financials data for Accounts Payable Expenses, Accounts Receivable Pledges, and any Payrolls required in the future. Print corporate A/P & Expense Checks. Prepare monthly Financial Statements for Board of Directors and assist CPA for Quarterly & Annual Tax Returns, when required.

<sup>1</sup> Initial Contest Eligibility Requirements that are used to evaluate each contestant shall include but not be limited to the following: a) If the contestant is a student in school, then he/she should be a person in good standing with the school and provide proof of a good attendance record. If the applicant is not a student, such as the elderly on a fixed income (for example), then he/she should be a person in good standing with the community or managed care facility (for example); b) If the applicant is a minor, then he/she must have parent or legal guardian approval as well as their commitment to protect the gift (in writing) in order to be considered eligible. If the applicant is not a student but is dependant upon (or a resident in) a managed care facility, then he/she must have the facility administrator's approval in writing to be considered eligible; c) all applicants must submit in his/her own hand writing an essay of 1,000 words or less explaining why they think they should be considered for such a gift, demonstrating both the need and the desire to be given a Personal Computer. Parents or Guardians that are willing to demonstrate a lower than average income level will also be heavily weighed in the selection process, however, it shall not be a requirement.