

NO5000011098

(Requestor's Name)

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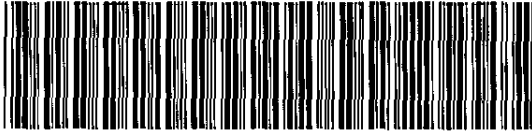
(Business Entity Name)

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Certificates of Status \_\_\_\_\_

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11. Explain the following:

05 OCT 31 P11 2:43

FLORISSÉE, FLORIO,

## COVER LETTER

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

SUBJECT: The Mentoring Solution, 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: Tabitha Drake  
Name (Printed or typed)

137 Killington way  
Address

Omanee FL 32835  
City, State & Zip

407-493-0949  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION  
OF  
THE MENTORING SOLUTION, INC**

FILED  
05 OCT 31 PM 2:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Nonprofit Corporation under the Florida Not For Profit Corporation Act: Florida Statutes Chapter 617 makes and adopts the following Articles of Incorporation:

**ARTICLE I**

**THE NAME OF THE CORPORATION IS:  
THE MENTORING SOLUTION, INC**

**ARTICLE II**

**THE ADDRESS OF THE PRINCIPLE OFFICE AND THE MAILING ADDRESS  
OF THE CORPORATION IS:  
137 KILLINGTON WAY, ORLANDO, FLORIDA 32835**

**ARTICLE III**

**THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE  
CORPORATION IS:  
137 KILLINGTON WAY, ORLANDO, FLORIDA 32835**

**THE NAME OF THE INITIAL REGISTERED AGENT IS:  
TABITHA DRAKE**

**ARTICLE IV**

**NO MEMBERS**

The Corporation shall not have members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

## ARTICLE V

### NOT FOR PROFIT

The Corporation is a Not 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 members 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 the articles, and under law and under 26 U.S.C.A. & 501 ( c ) (3 ).

## ARTICLE VI

### DURATION

The duration of the Corporation is perpetual.

## ARTICLE VII

### PURPOSES

The Corporation is organized, and shall be operated exclusively for charitable and educational purposes:

- 1.) To provide mentoring services to male and female youth in Orlando, Florida and surrounding areas of Central Florida.
- 2.) To provide tutoring and educational support to youth in Orlando, Florida and surrounding areas of Central Florida.
- 3.) To provide Independent Living Skills training to youth and Teen mothers in the Central Florida area.
- 4.) To advocate for youth in the school system and community.
- 5.) To facilitate field trips for educational and mentoring purposes.
- 6.) To facilitate support groups in the community as needed.

## ARTICLE VIII

### POWERS

Solely for the above purposes, the Corporation shall have the following powers:

- A. 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 the 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 of nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, principal and proceeds of the property.
- B. 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.
- C. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purpose of the corporation.

## ARTICLE IX

### 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 (if the corporation ever has any), 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 Article 7 (Purposes) of these Articles.

## ARTICLE X

### TAX EXEMPT STATUS

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from the 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 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 XI

### 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 a 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 the 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 the 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 purpose 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).

## ARTICLE XII

### INITIAL BOARD OF DIRECTORS

There shall be a Board of Directors consisting of at least three individuals. The incorporator elects the initial directors, after that, each director shall be elected by majority vote of the board of directors in the manner and at the time 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 name and addresses of the initial Board of Directors are:

Barbara Richardson  
323 Tower Point Circle  
Lake Wales, FL 33853

Paulette Napper  
102 Landings Way, 4H  
Winter Haven, FL 33880

JoeAnna Perierra  
1533 Deming Dr.  
Orlando, FL 32825

Vonzella Mangham  
5004 Briar Oaks Circle  
Orlando, FL 32808

## ARTICLE XIII

### OFFICERS

The officers of the Corporation may consist of a President, one or more Vice President, 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 time and in such manner as may be prescribed by the bylaws or by law.

ARTICLE XIV

**INCORPORATOR**

The name and street address of the Incorporator is as follows:

Tabitha Drake  
137 Killington Way  
Orlando, FL 32835

ARTICLE XV

**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 XVI

**AMENDMENT**

The Corporation reserves the right to amend or appeal any provision contained in these Articles of Incorporation or any amendment to them.

ARTICLE XVII

**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 XVIII

**COMMENCEMENT OF CORPORATION EXSISTENCE**

The date when corporate existence shall commence is November 1, 2005.

In witness, the undersigned Incorporator has signed these articles of incorporation on October 28, 2005

Tabitha Drake  
Tabitha Drake

CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED  
AGENT

Pursuant to the provisions of Florida Statutes & 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 of the State of Florida:

1. Name of the Corporation:  
The Mentoring Solution, Inc.
2. Name and address of the registered agent and office:  
Tabitha Drake  
137 Killington Way  
Orlando, FL 32835

I, the undersigned person, having been named and 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: 10-28-05

Tabitha Drake  
Tabitha Drake

The State of Florida  
County of Orange

Before me Ralston Brown, the under signed authority,  
personally appeared Tabitha Drake who after being duly sworn,  
acknowledge that Tabitha Drake executed the above articles  
of incorporation for the purposes expressed in them on October 28, 2005.

NOTARY PUBLIC-STATE OF FLORIDA

[Signature]  
PRINT NAME

My Commission Expires:



05 OCT 31 PM 2:43  
ALFONSE, FLORIDA