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COVER LETTER

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

SUBJECT: VBIS Social Services, 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: Valerie Rozier Smith
Name (Printed or typed)

6184 Raleigh Street #109
Address

Orlando FL 32835
City, State & Zip

321-276-1481
Daytime Telephone number

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

ARTICLES OF INCORPORATION
OF
VRS SOCIAL SERVICES, INC.

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:

ARTICLES I

THE NAME OF THE CORPORATION IS:
VRS SOCIAL SERVICES, INC.

ARTICLE II

**THE ADDRESS OF THE PRINCIPAL OFFICE AND THE MAILING ADDRESS
OF THE CORPORATION IS: 6184 RALEIGH STREET # 109, ORLANDO,
FLORIDA 32835**

ARTICLE III

**THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE
CORPORATION IS:**

6184 RALEIGH STREET #109, ORLANDO, FLORIDA 32835

THE NAME OF ITS INITIAL REGISTERED AGENT AT THAT ADDRESS IS:
VALERIE ROZIER SMITH

ARTICLE IV

NO MEMBERS

The corporation shall not have members and shall not issue membership certificates. The
corporation shall not issue share of stock.

ARTICLE V

NOT FOR PROFIT

The corporation is a not for 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 director 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 of privilege in or the assets, income or property of the
corporation and no part of the income and assets of the corporation shall be distributable

to or for the benefit of its members, except to the extent permissible under these Articles, 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, mental health, mentoring and educational enhancement purposes:

- 1.) To have a direct impact on addressing the issues of mental health, mentoring/social and educational issues that impact the Elementary, Middle and High School youth.
- 2.) To provide support and empowerment to youth and their families for the purpose of improving their mental health, social skills and academic progress.
- 3.) To educate the community on how mental health, social dysfunction and poor academic performance issues impact Elementary, Middle and High School youth.
- 4.) To strengthen and support appropriate and challenging mental health, mentoring and educational services that offer treatment, social and educational plans for children and youth.
- 5.) To advocate public policy that supports mental health, mentoring/social and educational enhancement for Elementary, Middle and High School youth.

ARTICLE VIII

POWERS

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

- A. To exercise all rights and powers and conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida statues 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, convey, option, donate, or otherwise dispose of the property and the income, 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, and any successor or amendment to the Florida Not For Profit Corporation Act.

C. To do any other things as are incidental to the powers of the corporation of or necessary of desirable in order to accomplish the purposes of the corporation.

ARTICLE IX

LIMITATION

No part of the net earnings of the shall be inure directly or indirectly to the benefit 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 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 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 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 the liabilities of the corporation, distribute all assets of the corporation exclusively for charitable, scientific or educational purposes in such 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 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 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 incorporators elect the initial directors, after that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the by laws. Any director may be removed by the affirmative vote at least two-thirds of the board of directors. The name and addresses of the initial Board Directors are:

Andrew L. Smith, Sr.
6184 Raleigh Street #109
Orlando, Florida 32835

Hawanya D. Render
279 Daniel's Pointe Drive
Winter Garden, Florida 34787

Dorian F. Rozier
3981 N.W. 191st Street
Miami, FL 33055

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 the directors (and may be removed by majority vote of the board of directors) at such a time and in such a 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: Valerie R. Smith, 6184 Raleigh Street- #109 in Orlando, Florida 32835.

ARTICLE XV

BY LAWS

The by laws 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 are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE XVIII

COMMENCEMENT OF CORPORATE EXISTENCE

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

In witness, the undersigned incorporator has signed these articles of incorporation on 10/30/05.


Valerie Rozier Smith

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 designing the registered office and registered agent of the Corporation in the State of Florida:

1. Name of the corporation:
VRS Social Services, Inc. (VRSSS)

2. Name and address of the registered agent and office:
Valerie Rozier Smith
6184 Raleigh Street #109
Orlando, Florida 32835

I, the undersigned person, having been named as 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

complete performances of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 10/30/05

Valerie Rozier Smith

Valerie Rozier-Smith

05 OCT 31 PM 2:47
TALLAHASSEE, FLORIDA

The State of Florida
County of Orange

Before me Celestia L. McCloud, undersigned authority
personally appeared Dalerie Porter Smith who after being duly sworn,
acknowledge that _____ executed the above articles of
incorporation for the purposes expressed in them on 10/30/05.

Celstia R. McCloud
NOTARY PUBLIC - STATE OF FLORIDA

NOTARY PUBLIC- STATE OF FLORIDA

Celestia L. McCloud
PRINT NAME

PRINT NAME

My Commission Expires:

