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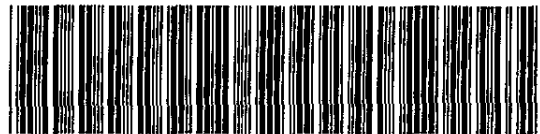
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COVER LETTER

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

SUBJECT: FACE-UP INSTITUTE, 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: INNOCENT O. CHINWEZE, ESQ.
Name (Printed or typed)

300 SOUTH PINE ISLAND ROAD #248
Address

PLANTATION, FLORIDA 33324
City, State & Zip

954-452-4322
Daytime Telephone number

FILED
05/20/14 11:04
TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION
FOR
FACE-UP INSTITUTE, INC.
A NON- PROFIT CORPORATION

ARTICLE I

Name:

The Corporation shall be known and called: "FACE-UP INSTITUTE, INC."

ARTICLE II

The Principal place of business and mailing address of **FACE-UP Institute, INC** shall be in Miami Florida. The mailing address is **13850 NW 26 AVENUE, MIAMI FLORIDA 33054**.

ARTICLE III

The purpose for which the Foundation is organized is:

- a) To provide an alternative education chartered institute and behavior modification program that will accommodate students experiencing difficulties with traditional public school system.
- b) To provide an avenue for learning and behavior modification program for students of high school age who have dropped out of school or at risk of dropping out from high school.
- c) To provide an opportunity for academic and moral education and learning for children who live in poverty, are disabled, have limited English proficiency or are currently being raised in a dysfunctional or abusive homes.
- d) To provide, foster and promote conditions, support and supplies that will encourage and help the development of the children identified to be at risk and maximize their potential for success in the society.
- e) To fortify the identity and self-confidence of youths at risk through educational, social, civic and cultural activities.
- f) To instill high valued ethics such as hard work, loyalty, integrity and public service into the youths at risk for which America are known for all over the world.
- g) To provide a formidable forum whereby the children at risk in America can obtain information on technology, medical, educational and general development issues.
- h) To serve as a catalyst and an active vehicle for the educational and economic development of the children and youths at risk in the inner city of Miami, Florida, and the United States of America in general.

- i) **FACE-UP INSTITUTE, INC. shall be a non-profit Corporation.**

ARTICLE IV

SPECIAL PURPOSE:

FACE-UP INSTITUTE, INC. is organized exclusively for charitable, cultural, religious, educational, literary and scientific purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future tax code.

Notwithstanding any other provision of this Articles, This Institute will not carry on any other activities not permitted to be carried on by an Organization exempt from Federal Income Tax Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future Federal tax code, or by any Organization, contributions to which is deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

Upon the dissolution of this Institute, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or shall be distributed to the Federal Government, or to a State or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization as the said Court shall determine which are organized and operated exclusively for such purposes.

No part of the net earnings of this Institute shall inure to the benefit of, or be distributable to its members, trustees, officers or other 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 purposes set forth in the purpose clause hereof.

No substantial part of the activities of this Institute shall be the carrying on of Propaganda, or otherwise attempting to influence legislation and the Institute 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 V

MEMBERSHIP, ADMISSIONS, VOTING RIGHTS, SUSPENSION OR EXPULSION OF MEMBERS:

Membership shall be open to the general public. Members as described in this Article, may vote, hold office, and participate in the activities of the Corporation.

The Process of admission, the voting rights of each member and conduct or acts that may lead to the suspension or expulsion of a member shall be as provided by the Constitution/Bylaws of **FACE-UP INSTITUTE, INC.**

ARTICLE VI

MEETING OF MEMBERS AND ELECTION OF OFFICERS:

a). **General Meeting:** An annual meeting of the members shall be held on a date **stipulated by the members at a general meeting or as stipulated by the Managing Members Committee.** The meeting shall not last more than three hours, unless the President, after allowing a vote among the members present, finds that there is a consensus that the meeting should be extended beyond the three hours.

b). **TELECONFERENCE MEETING:** Teleconference meetings of the membership shall be held as necessary if the managing members gives notice to the members by mail or fax or e-mail that such meeting will be held. The notice shall specify the date and time of the conference.

c). **Special Meetings:** Special Meetings for the managing members may be called by either the managing members, or upon signed petition by at least one-tenth of the members with voting rights or six (6) members with voting rights, whichever is more.

d). **Place of Meeting:** The Managing members may designate any place either within or without the State of Florida as the venue for any annual general meeting or for any general or special meeting. If no designation is made, the place of meeting shall be the registered office of the Corporation in the State of Florida; but if the members consents to hold the meeting such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

e). **Written or printed Notice** stating Place, day, and hour of any meeting, not less than fifteen days nor more than sixty days before the date of such meeting, by or at the direction of the Managing Members. In case of a special meeting or when required by the constitution, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. If e-mailed, the notice shall be deemed delivered when sent.

ARTICLE VII

NOMINATION OF OFFICERS:

(I). **Nomination shall be at the general meeting.** The nominating member shall provide reasons Why the potential candidate shall be considered over others. The program committee or the designated member at the general meeting shall then compile a list of nominated candidates and members at the meeting shall vote on the nominated candidates.

(ii). Any member of the Corporation in good standing may challenge any name on the primary Slate by two- thirds majority votes of members present and eligible to vote. If a name is removed from the slate, the Managing committee and the general assembly present in the Meeting shall immediately supply a replacement name.

- (iii). A simple majority vote of members present and eligible to vote shall vote either in favor or against electing the candidates into office. If the candidate (or candidates) does not gain the necessary simple majority votes of approval, the vacancy or vacancies shall remain unfilled till the next general meeting of the members when the process shall be repeated with a different slate.

ARTICLE VIII

ELECTION AND TERM OF OFFICE

The managing members of the Corporation shall be elected bi-annually by the full membership of the Corporation at the regular meeting of the members or by mail ballot. If the election of the Managing members shall not be held at such meeting, such election shall be held as soon thereafter as may conveniently be scheduled. New offices may be created and filled at any general meeting of the members. Each managing member shall hold office until his successor shall have been duly elected.

ARTICLE IX

REMOVAL OF A MANAGING MEMBER

Any managing member elected or appointed by the general membership may be removed by the membership whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any of the managing member so removed.

A managing member may be removed from office by a two- third majority vote of members present and eligible to vote in a duly constituted general or special meeting of the members.

Any vacancy or vacancies created by the removal of a duly elected officer shall be filled by a special election for the unexpired term. The manner of such election shall be identical to the election of managing members during the regular annual general meeting of the Corporation.

ARTICLE X

VACANCIES

A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Managing Members for the unexpired portion of the term in accordance with the provisions of the constitution/Bylaws of FACE-UP INSTITUTE, INC..

ARTICLE XI

DUTIES OF THE MANAGING MEMBERS

SECTION I.

The President shall:

- a) Be the spokesman for the Corporation as well as the Chief Executive Officer.

- b) Coordinate meetings, conventions and all other activities considered essential for the progress of the Corporation.
- c) Preside over all regular and emergency meetings.
- d) Execute all policy decisions formulated by the managing members and approved by the general membership.
- e) In emergency situations, where the managing members cannot be convened, the president with the signature of the Treasurer or Financial Secretary shall approve expenditure not to exceed One Thousand Dollars (\$1000.00)
- f) Hold the tiebreaker vote both in the executive and general assembly.
- g) Be charged with the timely and fair conduct of all meeting.
- h) Be responsible for the general administration.
- i) Preside over the budget committee.
- j) Be a signatory to the Corporations' bank account.
- k) Have the power to create any ad-hoc committee necessary for the implementation of the Corporations' program.
- l) Represent the Corporation in all important conferences and social functions.

SECTION II

The Vice President Shall:

- a) In the absence of the President, assume all the powers and duties of the president.
- b) Perform any duties assigned by the president or the managing members.

SECTION III.

The General Secretary Shall:

- a) Record and read the minutes of all the general meetings.
- b) Handle the correspondences of the Corporation.
- c) Keep an up-to-date record of every activity of the Corporation.
- d) Keep custody of all secretarial equipment and stationeries.
- e) Send circulars for meeting, after the president's approval.
- f) Be the second signatory to the Corporation's bank account.

SECTION IV.

The Assistant General Secretary Shall:

- a) Assist the general Secretary in the discharge of the secretarial duties.
- b) Assume the secretarial duties when the General Secretary is absent.

SECTION V.

The Public Relations Officer Shall:

- a) Handle all the publicity needs of the Corporation.
- b) Clear with the managing members before publishing and/ or publicizing any material concerning the Corporation.

SECTION: VI.

The Financial Secretary Shall:

- a) Keep books of account, which shall show all financial transactions, and all assets and liabilities of the Corporation.
- b) Keep accurate records of receipts, income and expenditure made by the Corporation.
- c) Collect fees, donations, annual dues and levies and hand it over to the treasurer in a timely manner and obtain receipt thereof.
- d) Co-operate with the auditing committee whenever the examination of the Corporations' account is necessary.
- e) Advise the Corporation on financial issues
- f) Give financial report of the Corporation at the end of each calendar year.

SECTION VII

The Treasurer Shall:

- a) Be in charge of the Corporations' funds; deposit in the Corporations' bank account all funds of the Association within two business days of receipt.
- b) Give the account of the Corporation's funds if the General Assembly and/ or the Executive committee demands it.
- c) Co-operate with the auditing committee whenever the examination of the Corporation's account is needed.

SECTION VIII

The Chief Whip Shall:

- a) Help the President to read the constitution when the need arises.
- b) Help the President to enforce all procedural rules during meetings.
- c) Help the President in identifying and appointing speakers during meetings.
- d) Help the President in the maintenance of peace and order during meetings.

ARTICLE XII

AMENDMENTS

- a) The Articles of Incorporation shall be amended only at a meeting having at least two-third of active members present
- b) A two-third vote of the general assembly present and voting during the discussion shall be required for ratification of any amendments to the Articles of Incorporation.

ARTICLE XIII

BOARD OF TRUSTEES

The Trustees of the Corporation Shall:


- a) Consist of distinguished members who are dedicated to the progress, unity and achievement of the goals and objectives of the Corporation.
- b) Serve as an Advisory body to the Managing members of the corporation.

ARTICLE XIV

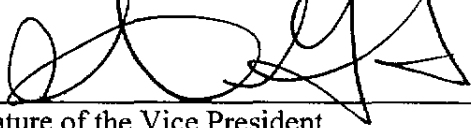
The Name and Florida Street address of the Registered agent is:
INNOCENT O. CHINWEZE
300 South Pine Island Road
Suite #248
Plantation, Florida 33324

ARTICLE XV

The Name and address of the Incorporator is:
The Law Offices of Innocent O. Chinweze P.A.
300 South Pine Island Road
Suite 248
Plantation, Florida 33324.



Signature of Incorporator



Signature of the Vice President

4/12/06
DATE

4-12-06
DATE

FILED
TALLAHASSEE, FLORIDA

APR 14 2006

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