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TRANSMITTAL LETTER

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

SUBJECT: Dr. Cyclyn R. Smith. Mobiley Academy of Professional Careers, I,

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 \$\sum_{\text{structure}} \frac{\text{\$\sum_{\text{structure}}}}{\text{Filing Fee}} \frac{\text{\$\sum_{\text{structure}}}}{\text{Filing Fee}} \frac{\text{\$\sum_{\text{structure}}}}{\text{Filing Fee}} \frac{\text{\$\sum_{\text{structure}}}}{\text{\$\text{Certified Copy}}} \frac{\text{\$\sum_{\text{certified Copy}}}}{\text{\$\text{Certificate}}} \frac{\text{\$\sum_{\text{certified Copy}}}}{\text{\$\text{\$\text{Certificate}}}} \frac{\text{\$\sum_{\text{certified Copy}}}}{\text{\$\text{\$\text{Certificate}}}} \frac{\text{\$\text{\$\text{Certificate}}}}{\text{\$\text{\$\text{\$\text{Certificate}}}}} \frac{\text{\$\te

ADDITIONAL COPY REQUIRED

FROM: CYCLYN R. SMITH-MOBLEY
Name (Printed or typed)

12739 Serenade Circle North
Address

Jacksonville FL 32225
City, State & Zip

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

ARTICLES OF INCORPORATION In compliance with Chapter 617. F.S., (Not for profit) Florida Nonprofit Corporation

DR. CYCLYN R. SMITH-MOBLEY ACADEMY OF PROFESSIONAL CAREERS, INC.

ARTICLE I CORPORATE NAME

The name of this corporation is DR. CYCLYN R. SMITH-MOBLEY ACADEMY OF PROFESSIONAL CAREERS, INC.

ARTICLE II CORPORATE ADDRESS

The principal place of business and mailing address of the corporation's registered office shall be 2223 Atlantic Blvd., Jacksonville, Florida 32207.

ARTICLE III GENERAL AND SPECIFIC PURPOSES

The primary purposes for which this corporation is formed are:

- A. This is a nonprofit corporation, organized solely for general educational, religious, and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.
- B. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of this funds for such purposes.
- C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provision of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operations foundations.

ARTICLE IV MANNER OF ELECTION

The President of this corporation shall appoint all directors when deem necessary.

ARTICLE V BOARD OF DIRECTORS

A. The affairs of the corporation shall be managed by a Board of Directors consisting of a minimum of four (4) and a maximum of ten (10) members. The initial Board of Directors of this corporation, whose term in office shall remain in effect until the President appoint in accordance with the Bylaws of this corporation. The initial Board of Directors are as follows:

Cyclyn R. Smith, Mobley, President 12739 Serenade Circle North Jacksonville, Florida 32225

Idell A. Strachan, Vice President 12739 Serenade Circle North Jacksonville, Florida 32225

Clotilda S. Charles, Treasurer/ Director 2162 Yulee Street Jacksonville, Florida 32209

Shannon Clarke, Secretary/ Director 12739 Serenade Circle North Jacksonville, Florida 32225

ARTICLE VI CORPORATE POWERS

Corporate posers of this corporation are as provided in Chapter 617, Florida Statutes, and unless otherwise limited by the by-laws.

ARTICLE VII REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 2223 Atlantic Blvd., Jacksonville, Florida 32207 and the name of its registered agent at said address shall be Cyclyn R. Smith-Mobley.

ARTICLE VIII INCORPORATOR

The name and residence address of the subscriber of this corporation is as follows: Cyclyn R. Smith-Mobley, 12739 Serenade Circle North, Jacksonville, Florida 32225.

ARTICLE IX DURATION

The term of existence of the corporation is perpetual.

ARTICLE X MEMBERSHIP

This corporation is organized and shall be operated exclusively on a nonstock basis. There shall be two classes of membership as described below:

- A. The first class of membership, to be known as the Board of Members shall consist of seven individuals: The President of DR. CYCLYN R. SMITH-MOBLEY ACADEMY OF PROFESSIONAL CAREERS, INC., Vice President, Treasurer, Secretary, and Directors. The President shall appoint or remove all board members. The board members must give their approval by majority vote, for any merger, consolidation, dissolution or liquidation of the corporation.
- B. The second class of membership, to be known as the Board of Council, shall consist of no more than ten members as elected from time to time and for such periods as designated by the majority vote of the Board of Directors. The members of the Board of Council of the corporation shall have no voting rights no management powers.

ARTICLE XI DISSOLUTION

Upon the dissolution of the corporation and after paying or making provisions for the payment of all the liabilities of the corporation, the remaining assets of the corporation shall be distributed to a non-profit organization organized and operated exclusively for charitable purposes substantially similar to those of this corporation, and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue Law).

The undersigned, being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Article of Incorporation, this 26 day of Sentember, 2006.

WITNESSED BY: STATE OF FLORIDA COUNTY OF DUVAL BEFORE ME, personally appeared Cyclyn R. Smith-Mobley to me known to be the person who executed the foregoing Article of Incorporation and acknowledge to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

Ho day of SEFFT , 2006.

VIRGILIO C. FERMIL MY COMMISSION # DD521345 EXPIRES: March 07, 2010 Fi, Notary Discount Assoc.

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERD OFFICE

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is DR. CYCLYN R. SMITH-MOBLEY ACADEMY OF PROFESSIONAL CAREERS, INC.
- The name and address of the registered agent and office is: Cyclyn R. Smith-Mobley, 2223 Atlantic Blvd., Jacksonville, Florida 32207.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNEATED IN THIS CERTIFICATE, I HEREBY 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.

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