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☐ PICK-UP

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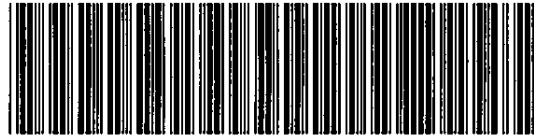
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(Business Entity Name)

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11/28/06--01021--007 \*\*78.75

Effective Date *12-1-06*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Signature]*  
*11/28*

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

SUBJECT: Education Professionals, Non-Profit Corporation  
(Proposed Corporate Name)

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

\$78.75 Filing Fee and Certificate of Status

FROM:

Name: Brower Roberts

Address: 2109 Bayshore Blvd. #804

City, State & ZIP: Tampa, FL 33606

Daytime Telephone number: 813-258-5680

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE: DECEMBER 1, 2006**  
**ARTICLES OF INCORPORATION**  
**OF**  
**EDUCATION PROFESSIONALS, NON-PROFIT CORPORATION**

The undersigned acting as Incorporator of a corporation not-for profit under the Florida Not-for-Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

**1. NAME:**

**Effective Date** 12-1-06

1.1 The name of this corporation shall be Education Professionals, Non-Profit Corporation, herein referred to as EdPros.

**2. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS:**

2.1 Principal place of business of EdPros is 2109 Bayshore Blvd. #804, Tampa, FL 33606

**3. INCEPTION AND DURATION OF CORPORATE EXISTENCE**

3.1 Education Professionals, Non-Profit Corporation shall come into existence on December 1, 2006, as these Articles are filed within 90 days before that date or within 5 business days after that date.

3.2 The duration of this corporation shall be perpetual.

**4. EXCLUSIVE CHARITABLE PURPOSES**

4.1 Education Professionals Non-Profit Corporation shall be to operate exclusively for charitable purposes within the meaning of 501 (c)(3) of the Internal Revenue Code of the United States, or the corresponding section of any future tax code. The Board of the corporation shall develop and implement programs to further the purposes described herein.

4.2 The corporation shall assist in facilitating both academic and life skills education of children, i.e. K-12 students, by providing learning resources, technologies, innovative programs, and/or funding of experienced classroom teachers and other professionals, who will teach, tutor and inspire students during non-school hours. The goals of this endeavor includes continuously assessing and tracking each student's progress, providing evaluations to parents, teachers and tutors, school guidance councilors and appropriate administrators; also, via individual or small group learning to continuously advance each student's knowledge, develop critical thinking skills plus life skills to ultimately improve and enhance lives, thus helping children develop into more educated, productive and responsible citizens.

4.3 To effect this purpose, the corporation shall design and bring about appropriate programs including: organizing community support and facilitating study groups and informative meetings centered on education; host public awareness events; initiate community projects to strengthen the ethic of care for children and the community, for example quality of education indicators; facilitate a grassroots network that links together communities that are working to implement improvements in education; offer

guidance to individuals and families who wish to improve their children's education and their community's schools; produce community television shows that entertain, educate and enlighten and are centered on K-12 learning; and to propose, develop and deliver positive K-12 educational initiatives and activities.

- 4.4 No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall be empowered to make the election authorized under section 501(h) of the Internal Revenue Code of 1986. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) on behalf of or in opposition of any candidate for public office. Notwithstanding any other provision herein, the corporation shall have no corporate powers and shall not carry on any activities not permitted to be carried on, a) by an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code of 1986 as an organization described in section 501(c)(3) of such Code or b) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.

## **5. PRIVATE FOUNDATION PROVISIONS**

- 5.1 The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by #4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 5.2 The corporation will not engage in any act of self-dealing as defined in 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 5.3 The corporation will not retain any excess business holdings as defined in 4943 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 5.4 The corporation will not make any investments in such manner as to subject it to tax under 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 5.5 The corporation will not make any taxable expenditures as defined in 4945 (d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **6. GOVERNING FEDERAL TAX LAW**

- 6.1 References herein to sections of the Internal Revenue Code of 1986 are to provisions of such Code as those provisions are now enacted or to corresponding provisions of any future United States revenue law.
- 6.2 No part of the net earnings, gains or assets of the of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, or organizations organized and operated for a profit (except that Education Professionals Non-Profit Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as hereinabove stated).

6.3 No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

6.4 Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or 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 or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **7. DISTRIBUTION ON FINAL LIQUIDATION**

7.1 In the event of dissolution or final liquidation of the corporation, the board of directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories or recipients as the board of directors of the corporation shall determine; a) a nonprofit organization or organization which may have been created to succeed the corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under section 501(a) of such code as an organization described in section 501(c)(3) of such Code; and/or, b) a nonprofit organization or organizations having similar aims and objectives as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code of 1986 or as organization exempt from federal income taxation under section 501(a) of such Code as an organization described in section 501(c)(3) of such Code.

## **8. BOARD OF DIRECTORS**

8.1 The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number and qualifications of the Directors shall be as provided in the By-Laws. The Directors shall be elected or appointed as provided in the By-Laws of the corporation. The initial Board of Directors shall be appointed at the organizational meeting of the corporation.

## **9. MEMBERSHIP**

9.1 The Board will approve and provide by By-Laws for membership of the corporation.

**10. REGISTERED OFFICE/AGENT – ACCEPTANCE**

10.1 The name and address of the initial registered agent and principal office address:

Registered Agent: BROWER ROBERTS

Registered Office: 2109 Bayshore Boulevard #804; Tampa, FL 33606

Principal Office 2109 Bayshore Boulevard #804; Tampa, FL 33606

By signing below, the above-named registered agent states that he is familiar with and accepts the duties and responsibilities as registered agent of this corporation.

**11. INCORPORATOR**

11.1 The name and address of the Incorporator(s) signing these Articles of Incorporation is:

BROWER ROBERTS, 2109 Bayshore Boulevard #804; Tampa, FL 33606

*In Witness Whereof*, the undersigned Incorporator has executed these Articles of Incorporation effective the 1<sup>st</sup> day of December, 2006.

  
\_\_\_\_\_  
Brower Roberts, INCORPORATOR

**ACCEPTANCE BY REGISTERED AGENT:**

Having been designated as resident agent for the above-named corporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept all of the duties imposed upon me by law.

  
\_\_\_\_\_  
Brower Roberts, REGISTERED AGENT

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TALLAHASSEE, FLORIDA