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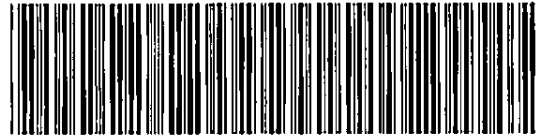
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DATE: 08/31/17

NAME: PROJECT AKILAH, INC

TYPE OF FILING: AMENDED AND RESTATED ARTICLES

COST: 43.75

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PROJECT AKILAH, INC.**

Pursuant to Sections 617.1002, 617.1006, and 617.1007 of the Florida Not-For-Profit Corporation Act (the "Act"), Project Akilah, Inc., a Florida not-for-profit corporation originally incorporated on August 21, 2007 and amended September 13, 2009 and further amended and restated on May 11, 2017, does hereby certify that:

A. These Second Amended and Restated Articles of Incorporation were duly adopted by the requisite vote of its Board of Directors on **29th of August, 2017**;

B. No members were entitled to vote on such Second Amended and Restated Articles of Incorporation.

**ARTICLE I
Name and Address**

The name of this corporation shall be:

PROJECT AKILAH, INC.

The street address of the principal office of this corporation shall be within or without the State of Florida as the Board of Directors may from time to time designate.

**ARTICLE II
Purposes**

(a) The general nature, objective and purpose for which the corporation is exclusively organized and operated is to support global education and its related campuses, infrastructure, curricula and programs. Education prepares young women and men for competitive careers that allow them to gain economic independence, assume leadership roles, and invest in their families, communities, and nations. This corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable, scientific or educational purposes.

(b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on

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dissolution of the corporation. 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 not participate, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the Treasury regulations promulgated thereunder, or by an organization, contributions to which are deductible under Section 170 (c)(2) of such Code and regulations issued there under.

(d) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Code, or to the Federal, state, or local government exclusive public purpose.

ARTICLE III

Powers

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized, subject, however, to the following:

(a) This corporation shall be operated exclusively for, and shall only have the power to perform activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Code.

ARTICLE IV

Members

Only persons who are Directors of the Board of the Corporation shall be Members of this Corporation, subject to the terms and conditions set forth in the Bylaws. Members of the Corporation shall not have voting rights as Members.

ARTICLE V

Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI

Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors who shall be elected to an initial three-year term by majority vote of the members of the Board of Directors of the corporation, at

a duly called meeting, as provided in the bylaws. Directors shall be elected to an additional three-year term and subsequent one-year terms by majority vote of the Board of Directors. Officers shall be elected on an annual basis by a majority vote of the Board of Directors and who shall be members of the Board of Directors. The officers thus to be elected shall be a chairperson, a vice president, a secretary, a treasurer, and such other officers as may be provided for in the bylaws of the corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the office of the corporation shall be provided in the bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of the corporation. The number shall not be fewer than three (3) but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors in attendance at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without the State of Florida.

Directors and officers of this corporation may be removed, with or without cause, by the Board of Directors at a meeting duly called in the manner set out in the bylaws.

ARTICLE VII

Registered Office and Registered Agent

The name of the corporation's registered agent is Corporate Creations Network Inc., and the street address of the corporation's registered office is 11380 Prosperity Farms Road #221E, Palm Beach Gardens, FL 33410.

The corporation may change its registered office or its registered agent both by filing with the Department of State of the State of Florida a statement complying with Section 617.0502, Florida Statutes.

ARTICLE VIII

Bylaws

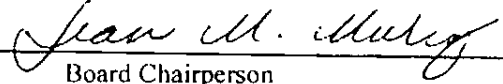
The bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the directors of this corporation in attendance at any meeting of the Board of Directors duly called and convened; provided, however that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or notified either by mail or electronic communication by the secretary of this corporation to all the members of the Board of Directors at least three (3) days before the meeting.

ARTICLE IX

Amendment of Articles of Incorporation

The provisions of the Articles of Incorporation or Bylaws may be altered, amended, or repealed, or new provisions adopted pursuant to the Bylaws of the Corporation and the Act. No persons other than Directors of the Board of the Corporation shall have any right to amend, alter, or repeal, or adopt new provisions to, the Articles of Incorporation or Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Second Amended and Restated Articles of Incorporation of Project Akilah, Inc. this 30th of August, 2017.


Board Chairperson