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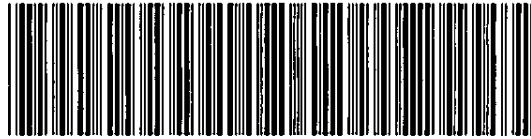
(Business Entity Name)

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RECEIVED
07 NOV - 8 PM 2:01
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2007 NOV - 8 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. Burch NOV 9, 2007

COVER LETTER

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

SUBJECT: Florida A. Philip Randolph 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: Jennifer S. Blohm, Esq.
Name (Printed or typed)

2544 Blairstone Pines Drive
Address

Tallahassee, Florida 32301
City, State & Zip

(850)878-5212
Daytime Telephone number

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

FILED

2007 NOV -8 PM 4: 06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FLORIDA A. PHILIP RANDOLPH INSTITUTE, INC.

The undersigned subscribe to these Articles of Incorporation pursuant to the provisions of Chapter 617, Florida Statutes, for the purpose of forming a corporation not for profit and further state as follows:

ARTICLE I

Name and Principal Place of Business

The name of the corporation is the Florida A. Philip Randolph Institute, Inc. The initial principal place of business is: 6000 North University Drive, Tamarac, Florida 33321.

ARTICLE II

Duration

The period of the duration of this corporation shall be perpetual unless dissolved in accordance with Florida law. Corporate existence shall commence upon filing with the Secretary of State.

ARTICLE III

Purpose

This corporation is organized as a charitable and educational and research organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this organization shall not carry on any activities which are not permitted to be carried on by an organization exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law. The corporation is established to engage in educational programs to enlighten black and working people about economic and social problems they face; to engage in nonpartisan voter participation programs among working people and minorities; to encourage working people and minorities to vote, provide education on

the rights of voters, and urge working people and minorities to participate in voting; and to establish a positive voter education presence in minority communities throughout the state of Florida.

ARTICLE IV **Restrictions**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons; provided, however, 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 III, hereof and to pay or reimburse the reasonable expenses of fundraising and carrying out the objectives 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V **Members**

Membership in Florida A. Philip Randolph Institute, Inc. shall be as set forth in the bylaws of the corporation. There shall be an annual meeting of the members of the corporation.

ARTICLE VI

The street address and city of the registered office of the corporation is:

Florida A. Philip Randolph Institute, Inc.
6000 North University Drive
Tamarac, Florida 33321

The name of the initial registered agent at such address is LaFrances Flynn Trotter.

ARTICLE VII
Board of Directors/Executive Board

The affairs of the corporation shall be managed between meetings of the membership by a Board of Directors/Executive Board which shall consist of no fewer than three members. The number and method of selection of directors shall be prescribed in the bylaws. There shall be no limit on the number of terms a Board member may serve. Board members shall serve with no compensation; provided, however, the Board may authorize reimbursement of expenses incurred by Board members in conjunction with the corporation's business or other approved activities directly related to the corporation's purposes.

Nothing herein shall be construed to preclude any director from receiving compensation for serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE VIII
Officers

The corporation shall have such officers as may be provided for in the bylaws. The manner of selection of officers shall also be provided for in the bylaws. The corporation shall have at least the following officers:

1. President
2. Executive Vice President
3. Vice President
4. Secretary/Treasurer

Duties of officers shall be described in the bylaws.

ARTICLE IX
Indemnification of Officers and Directors

Officers and directors shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, (including any incurred in appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any such liability asserted against them or incurred by them in their capacity as officers

and directors or arising out of their status as such.

ARTICLE X
Non-Stock Basis

This corporation is organized on a non-stock basis.

ARTICLE XI
Dissolution

In the event of dissolution of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future United States Internal Revenue law. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is located, exclusively for such purposes, or to such organizations as the court shall determine.

ARTICLE XII
Amendment

Amendment of these articles shall require the approval of a two-thirds vote of the Board of Directors/Executive Board at a meeting of the Board. At least thirty (30) days prior to the Board meeting, the text of any proposed amendments shall be furnished to the directors of the corporation. The membership of the corporation may alter or rescind a proposed amendment by a two-thirds majority vote of those members present and validly voting at the annual convention.

ARTICLE XIII
Incorporators

The names and addresses of the incorporators subscribing to these Articles of Incorporation are set forth below:

LaFrances Flynn Trotter
6000 North University Drive
Tamarac, Florida 33321

IN WITNESS WHEREOF, the undersigned pursuant to the laws of the State of Florida do hereby make and file in the office of the Secretary of State of Florida these Articles of Incorporation and further certify that the facts stated herein are true and correct.

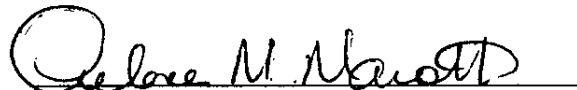

LAFRANCES FLYNN TROTTER

VERIFICATION

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 31 day of October, 2007, by LaFrances Flynn Trotter, who is ☒ personally known to me or ☐ who produced satisfactory identification to me (check one).

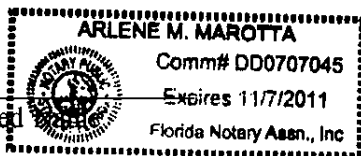
WITNESS my hand and seal in the County and State named above on this 31st day of OCTOBER, 2007.


NOTARY PUBLIC

My Commission Expires:

Notary Public: _____

Printed



ACCEPTANCE BY REGISTERED AGENT

LaFrances Flynn Trotter, the Registered Agent named in the foregoing Articles of Incorporation, by the execution of this acceptance, does hereby agree to abide by the provisions of Section 617.0503, Florida Statutes, with respect to the duties of such registered agent and agrees to maintain normal business hours at the following address: 6000 North University Drive, Tamarac, Florida 33321.


LAFRANCES FLYNN TROTTER