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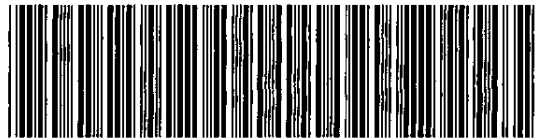
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
2/13

COVER LETTER

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

SUBJECT: STUDENTS4STUDENTS, 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: Lucy Gonzalez-Zabala
Name (Printed or typed)

3324 Hillmont Circle
Address

Orlando, Florida 32817
City, State & Zip

(407)721-7764
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
STUDENTS 4 STUDENTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person of the age of 21 years or more, with other persons being desirous of forming a Not-for-Profit corporation under the provisions of Chapter 617 of the Florida Statutes, as amended, hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of this corporation STUDENTS 4 STUDENTS, INC. (the "Corporation")

**ARTICLE II
PRINCIPAL OFFICE**

The principal street address and mailing address of the Corporation is:

207 North Goldenrod Road, Suite 400
Orlando, Florida 32807

**ARTICLE III
PURPOSE**

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not for Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation, is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto). Furthermore, the purposes for which The Corporation is organized are to empower high school students by providing leadership experience and developing the skills sets required to develop a philanthropy that can impact the quality of life within a local community.

The Corporation shall devote no substantial part of its time, money, effort or personnel to lobbying in any political campaign for or against any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue laws.

**ARTICLE IV
POWERS**

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Florida Statutes Chapter 617, Florida Not for Profit Corporation Act. The Corporation's activities are limited by any and all other

restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE V MEMBERS

The Corporation shall have no members.

ARTICLE VI TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VII REGISTERED AGENT

The name and address of the initial registered agent of the corporation is:

Annie Diaz-Toro
207 North Goldenrod Road, Suite 400
Orlando, Florida 32807

ARTICLE VIII BOARD OF DIRECTORS

Section 1. The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The initial Board of Directors shall consist of three (3) persons. The Board of Directors shall be appointed as provided in the Bylaws of the Corporation. Following are the names and addresses of the persons who serve as the members of the initial Board of Directors of the Corporation until their successors are duly elected:

Annie Diaz-Toro
207 North Goldenrod Road, Suite 400
Orlando, Florida 32807

Lucy Gonzalez-Zabala
3324 Hillmont Circle
Orlando, Florida 32817

Artemis Otaiza
6735 Flame Street
Orlando, Florida 32807

Section 2. The number of directors which constitute the Board of Directors may be increased or decreased as provided in the Bylaws of the Corporation; provided, however, in no event shall the number of directors be less than three (3).

ARTICLE IX BYLAWS

Section 1. The Directors of the Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the members of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

Section 3. The Bylaws of the corporation shall contain provisions regulating the powers of the Corporation, the directors and the officers, the control of property owned by the Corporation and such other things as shall be necessary and proper for the carrying on of the business of the corporation.

ARTICLE X AMENDMENT

These Articles of Incorporation may be amended by a majority vote of the members of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

ARTICLE XI NO PERSONAL LIABILITY

The directors, officers, employees and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts or defaults of the Corporation while acting for or on behalf of the Corporation in any official and authorized capacity. The Corporation shall indemnify all of its officers, directors, employees and agents and all of its former officers, directors, employees and agents and all of its former officers, directors, employees and agents, to the fullest extent permitted by law.

ARTICLE XII DISOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by contribution exclusively to one or more organizations which themselves are an organization exempt from federal income tax under Section 501 (c)(3) or the Internal Revenue Code of 1986, as amended (or any successor thereof) or to the

federal, state or local government for exclusive public purpose.

**ARTICLE XIII
PROHIBITION AGAINST PRIVATE BENEFIT**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, other private persons or for-profit corporations, except that 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.

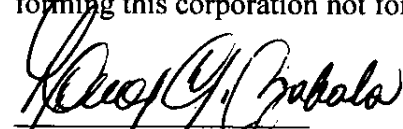
**ARTICLE XIV
INCORPORATOR**

The name and address of the incorporator of these Articles are as follows:

Lucy Gonzalez-Zabala
3324 Hillmont Circle
Orlando, Florida 32817

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TALLAHASSEE, FLORIDA

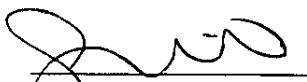
IN WITNESS WHEREOF, I the undersigned subscribing incorporator have hereunto set my hand and seal, this 6th day of FEBRUARY, 20 09 for the purpose of forming this corporation not for profit under the laws of the State of Florida.



Lucy Gonzalez-Zabala

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Annie Diaz-Toro

02-06-09