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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 JUL 23 PM 2:09

FILED

Amerio & N.C.
C.COULLIETTE

JUL 23 2010

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SMAART AMERICA FOUNDATION, INC.

DOCUMENT NUMBER: N09000011205

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dr. Edward G. Robinson

(Name of Contact Person)

SMAART AMERICA FOUNDATION, INC.

(Firm/ Company)

1265 N.W. 91st

(Address)

Miami, Florida 33147

(City/ State and Zip Code)

smaartamerica@bellsouth.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dr. Edward G. Robinson

(Name of Contact Person)

at (305) 322-9172

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 16, 2010

DR. EDWARD G. ROBINSON
SMAART AMERICA FOUNDATION, INC.
1265 NW 91ST
MIAMI, FL 33147

SUBJECT: SMAART AMERICA FOUNDATION, INC.
Ref. Number: N09000011205

We have received your document for SMAART AMERICA FOUNDATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You only sent one page of your amendment filing. You must send the complete application with a copy of this letter back to me for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 910A00009402

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: SMAART AMERICA FOUNDATION, INC.

DOCUMENT NUMBER: N09000011205

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Dr. Edward G. Robinson
(Name of Contact Person)

SMAART AMERICA FOUNDATION, INC.
(Firm/ Company)

1265 N.W. 91ST
(Address)

Miami, FL 33147
(City/ State and Zip Code)

ermusicman@bellsouth.net
E-mail address: (to be used for future annual report notification)

RECEIVED
2010 JUL 23 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Dr. Edward G. Robinson at (305) 322-9172
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|--|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

SMAART AMERICA FOUNDATION, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N09000011205

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

SMAART AMERICA CHARITIES, INC.

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

_____ (Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

10 JUL 23 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
611500

Articles of Amendments

Article of Incorporation

Page 1 of 4

**ARTICLES OF INCORPORATION
OF
SMAART AMERICA CHARITIES, INC**

ARTICLE I – NAME

The name of the non-profit organization shall be:

SMAART AMERICA CHARITIES, INC.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1265 N.W. 91ST
Miami, Florida 33147

ARTICLE III – PURPOSE

This corporation is a non-profit benefit corporation and is not organized for the private gain of any person. The corporation is organized under the Non-Profit Public Benefit Corporation Law, for charitable and educational purposes to aid socio-economical disadvantage youth and their families reach their fullest potential through education. The programs will consist of but not be limited to: Mentorship, Seminars, Outreach Advocacy for the Disadvantaged, Educational programs, Health and safety workshops, Financial planning, Character Education, Citizenship, Literacy, Etiquette, Substance Abuse Awareness and Prevention, Tutoring, and other programs to aid those students who strive towards academic excellence.

- (a) This organization is further organized and operated to provide academic support to students throughout the country that aspire to defy the odds of becoming high school dropouts, teenage mothers (fathers) as well as social acceptance. The organization will also endeavor to inform students and parents alike about the importance of an adequate education, life skills management, career planning, and

gall other charitable activities within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

- (b) Notwithstanding any other provisions of these articles the corporation shall not carry on any other activity not permitted to carry on (1) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or (2) by a corporation contribution to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

ARTICLE IV – DURATION

The duration of this corporation shall be perpetual; it shall have no stock and shall have no members.

ARTICLE V – MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The directors are elected in accordance with the By-Laws of the organization. The Board of Directors shall be comprised of no less than three (3) and no more than twenty-one (21) elected members. The Executive Directors of the Corporation shall be an ex-officio member of the Board with voting privileges.

ARTICLE VI – INITIAL DIRECTORS / OFFICERS

Dr. Edward G. Robinson
President / Executive Director
1265 N.W. 91st
Miami, Florida 33147

Constance L. Robinson
Vice President / Executive Director
1265 N.W. 91st
Miami, Florida 33147

Rosetta Johnson
Finance Director/Treasure
1441N.W.175 terr.
Miami, Florida 33169

Gregory Green
Chief Communication Officer

Miami, Fl 33167

ARTICLE VII – INTITAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Dr. Edward G. Robinson
1265 N.W. 91st
Miami, Florida 33147

ARTICLE VIII – INCORPORATORS

The name and addresses of the Incorporators are:

Dr. Edward G. Robinson
President / Executive Director
1265 N.W. 91st
Miami, Florida 33147

Constance L. Robinson
Vice President / Executive Director
1265 N.W. 91st
Miami, Florida 33147

Rosetta Johnson
Finance Director/Treasure
1441 N.W. 175 terr.
Miami, Florida 33169

Gregory Green
Chief Communication Officer

Miami, Fl 33167

ARTICLE IX – PROPERTY

The property of this corporation is irrevocable dedicated to Charitable and Educational purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any directors, officer or member thereof or the benefit of any private person.

ARTICLE X – CORPORATION DISSOLUTION

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for Religious, Charitable and Educational purposes under 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

Article of Incorporation
SMAART AMERICA CHARITIES, Inc.

Page 4 of 4

organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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.



Signature / Registered Agent

Date

Signature / Incorporator

Date

Signature / Incorporator

Date

Signature / Incorporator

Date

Signature / Incorporator

Date

The date of each amendment(s) adoption: July 15, 2010

(date of adoption is required)

Effective date if applicable: July 15, 2010

(no more than 90 days after amendment file date)

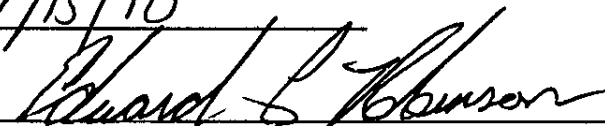
Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 7/15/10

Signature



(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Dr. Edward G. Robinson

(Typed or printed name of person signing)

President / CEO

(Title of person signing)