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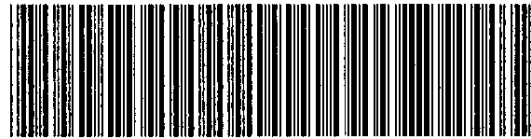
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2011 JAN 24 PM 4:41

STATE OF NEW YORK  
DEPARTMENT OF TAXATION AND FINANCE  
DIVISION OF TAX SERVICES

JAN 26 2011

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

**SUBJECT: National Counsel for Urban Financial Literacy, Inc.**

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for: \$87.50

FROM: Chonie Sharper  
538 E. Washington St.  
Orlando, FL 32801

Daytime Telephone number **(321) 276-5403**

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLES OF INCORPORATION**

**OF**

**National Counsel for Urban Financial Literacy, Inc.**

**A Non Profit Corporation**

The undersigned, being over the age of eighteen (18) years and competent to contract, for the purpose of organizing a Corporation not-for-profit pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

### **ARTICLE I**

#### **NAME**

The name of this Corporation shall be National Counsel for Urban Financial Literacy, Inc.

### **ARTICLE II**

#### **PRINCIPAL OFFICE**

The principle office and mailing address of the principal office of the Corporation shall be 538 E. Washington St. Orlando, FL 32801

### **ARTICLE III**

#### **PURPOSE AND POWERS**

(1) The purpose for which the Corporation is organized and operated is exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Such purposes shall include the following:

(a) To provide financial educational and charitable services to minority communities.

(2) As a means of accomplishing the above purposes and methods, the Corporation shall have the following powers:

(a) To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.

(b) To raise and assist in raising funds for the purposes herein set forth.

(c) To acquire, own, lease, mortgage and dispose of property both real and personal.

(d) To accept property and donations in trust for charitable purposes.

(3) The property of the Corporation is irrevocable dedicated to educational and charitable purposes, and 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, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c)(3) purposes.

(a) No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, 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.

(b) The Corporation shall not:

(1) operate for the purpose of carrying on a trade or business for profit;

(2) accumulate income, invest income, or divert income, in a manner endangering its exempt status; or

(3) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the Corporation.

#### **ARTICLE IV**

##### **MANNER OF ELECTION**

Directors shall be elected as set forth in the Corporation's Bylaws.

#### **ARTICLE V**

##### **INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the registered agent shall be as follows:

Chonie Sharper 538 E. Washington St. Orlando, FL 32801

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTORS**

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The name and street addresses of the initial directors of this Corporation are:

Chonie Sharper – President 538 E. Washington St. Orlando, FL 32801  
Denise Y. Mose- Director 1105 Baltimore Dr. Orlando, FL 32810  
Curtis L. Davis- Director 560 Hardwood Circle Orlando, FL 32828

## **ARTICLE VII**

### **INCORPORATOR**

The name and street address of the Incorporator is:  
Chonie Sharper 538 E. Washington St. Orlando, FL 32801

## **ARTICLE VIII**

### **BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

## **ARTICLE IX**

### **INDEMNIFICATION**

This Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities nor permitted to be carried on:

(1) by a corporation/organization exempt from Federal income tax under Section 501C3 of the I.R.S. Code (or corresponding section of the any future Federal tax code) or

(2) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the I.R.S. Code (or corresponding section of any future Federal tax code.)

(a) Upon dissolution of this corporation/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.

## ARTICLE X

### AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

Charlie Sharper 1/20/11      Charlie M. Sharper /  
Signature Incorporator /Date      Print Name /Title      President

Having been named as registered agent to accept services 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.

Charlie Sharper      Charlie M. Sharper 1/20/11  
Signature/Registered Agent      Print Name/ Date

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