

**N11000009333**

(Requestor's Name) \_\_\_\_\_

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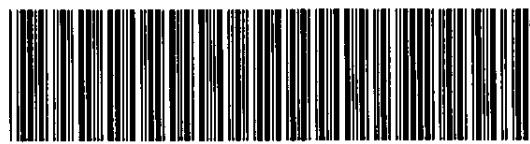
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C. LEWIS  
JAN 27 2014  
EXAMINER

## COVER LETTER

**TO: Amendment Section  
Division of Corporations**

**NAME OF CORPORATION:** Eripio Institute, Inc.

**DOCUMENT NUMBER:** N11000009333

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

Bahiyyah Watson Maroon

(Name of Contact Person)

## Eripio Institute, Inc.

(Firm/ Company)

3730 Jonquil Lane

(Address)

Winter Park, FL 32792

(City/ State and Zip Code)

maroon@eripio.org

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

For further information concerning this matter, please call:

Bahiyyah Maroon 415. 823. 8277  
at ( )  
(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:

\$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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Attachment II

**AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION**

OF

*N11000009333*

**ERIPIO INSTITUTE, INC.**

Articles of Incorporation of Eripio Institute Inc.: The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

**ARTICLE I**

**NAME**

**1.01 Name**

The name of this corporation shall be **Eripio Institute Inc.** The business of the corporation may be conducted as **Eripio Institute Inc.** or **Eripio Institute**.

**ARTICLE II**

**ADDRESS**

**2.01 Place of Business**

The principal place of business address is:

3730 Jonquil Lane  
Winter Park, FL 32792

**2.02 Mailing Address**

The mailing address of the corporation is:

3730 Jonquil Lane  
Winter Park, FL 32792

**ARTICLE III**

**PURPOSE**

**3.01 Comprehensive Purpose**

**Eripio Institute Inc.** is a non-profit corporation organized exclusively for charitable, educational, and scientific purposes under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

**3.02 Specific Purpose**

The specific purpose for which **Eripio Institute Inc.** is organized is to accelerate and amplify the performance and reach of programs that effectively benefit the public. The Institute limits its

attention on programs to those whose purpose is defined as charitable, educational, and/or scientific. Eripi Institute Inc. does not restrict its work by issue area, however the Institute does prioritize the following areas of work for the public benefit including, but not limited to educational interventions of concern to communities and the nation (STEM, underserved learning groups), at risk youth, incarceration prevention, and workforce development of underserved and/or underrepresented groups.

In all of its works, Eripi Institute is dedicated to developing and sharing scientifically sound and reproducible methods that enable the Institute as well as all other agencies and organizations serving the public benefit (referred to herein also as the 'social good') to effectively identify and reproduce at scale those programs, which have been proven effective and/ or show a high probability of effectiveness, and which show promise for the purpose of scaling to achieve maximum public benefit impacts.

To achieve its mission, Eripi Institute conducts work in three organization departments, which are Curation & Convergence, Amplification, and Implementation. The Curation & Convergence Department is responsible for developing and maintaining a public database that enables those interested in social good programs to view the performance outcomes and potential for scalability of existing non-profits and non-governmental organizations. The department works with philanthropies, research institutions, NPOs, and NGOs among other entities, to gather program performance results for the purpose of public display in the database. The Curation & Convergence Department utilizes available technologies to organize (curate) data and to deploy the data in a publicly accessible manner that encourages the convergence of practices and technologies in the amplification of social good programs showing positive outcomes. The Amplification Department is responsible for partnering with organizations to expand the reach and benefit of existing programs serving the social good. Activities of the Amplification Department include partnering with organizations dedicated to the social good to facilitate the evaluation and improvement of organizations' programs and the expansion of organizational capacity. The Implementation Department is responsible for implementing new social good programs designed for deployment according to evidence-based methods that show a high probability of success in achieving desired results. The Implementation Department's work includes research and design of new programs, identification of partners for the successful implementation of new programs, and oversight of implemented programs' operations. All Departments will benefit from the work of Institute professionals, volunteers, and qualified interns.

## ARTICLE IV

### NON-PROFIT NATURE

#### **4.01 Non-profit Nature**

No part of the net earnings of **Eripi Institute Inc.** shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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. No substantial part of the activities of Eripi Institute Inc. shall be the carrying on of propaganda, or

otherwise attempting to influence legislation, and Eripi Institute Inc. 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **4.02 Personal Liability**

No officer or director of this not-for-profit corporation shall be personally liable for the debts or obligations of **Eripi Institute Inc.** of any nature, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this not-for-profit corporation.

### **ARTICLE V**

#### **ON MATTERS OF DISSOLUTION**

#### **5.01 Dissolution**

Upon the dissolution of this 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 VI**

#### **BOARD OF DIRECTORS**

#### **6.01 Governance**

Eripi Institute Inc. shall be governed by its board of directors.

#### **6.02 Manner of appointment**

The manner in which directors are elected or appointed is at all times enacted as provided for within the approved bylaws of Eripi Institute Inc.

#### **6.03 Directors**

The appointed directors of the corporation and titles are:

Chairperson, Mary Asma Feyijinmi

Treasurer, Shariff Simmons

Secretary, Lyn Jeffery

## **ARTICLE VII**

### **OFFICERS**

#### **7.01 Duties**

Officers of Eripi Institute shall perform duties as defined within the by-laws of the Institute. Officers shall report to the Board of Directors.

#### **7.02 Manner of appointment**

The manner in which Officers are elected or appointed is at all times enacted as provided for within the approved bylaws of Eripi Institute Inc.

#### **7.03 Directors**

The appointed Officers of the corporation and titles are:

President, Chief Executive Officer, Dr. Bahiyyah Maroon

Vice President, Mary Asma Feyijinmi

Treasurer, Shariff Simmons

Secretary, Lyn Jeffery

## **ARTICLE VIII**

### **AMENDMENTS**

#### **8.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

## **ARTICLE IX**

### **Appointment of registered agent**

#### **9.01 Registered Agent**

The name and address of the registered agent is:

Bahiyyah D. Watson Maroon (formerly known as Bahiyyih D. Watson)  
3730 Jonquil Lane  
Winter Park, Florida 32792

#### **9.02 Certification of Responsibilities**

The registered agent certifies that she is familiar with and accepts the responsibilities of registered agent as documented in Eripi Institute Inc.'s Articles of Incorporation for the purpose of forming a Florida not-for profit corporation dated 10/09/2011, which bears the registered agent's signature of agreement to the terms of the position registered agent.

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## ARTICLE X

### INCORPORATOR

#### **10.01 Incorporator**

The incorporator of the corporation is:

Bahiyyah D. Watson Maroon  
3730 Jonquil Lane  
Winter Park, FL 32792

#### **10.02 Affirmation of incorporator**

The incorporator certifies as documented in Eripi Institute Inc.'s Articles of Incorporation for the purpose of forming a Florida not-for profit corporation, dated 10/09/2011, the following:

"I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155.F.S. I understand the requirement to file an annual report between January 1<sup>st</sup> and May 1<sup>st</sup> in the calendar year following formation of this corporation and every year thereafter to maintain active status."

## ARTICLE XI

### EFFECTIVE DATE

#### **11.01 Effective Date**

The effective date for this corporation is October 9<sup>th</sup>, 2011.

#### **11.02 Certification of Adoption of Amended and Restated Articles of Incorporation**

The above stated Amended and Restated Articles of Incorporation of **Eripi Institute, Inc.** were approved by resolution of the Board of Directors on January 15, 2014 and constitute a complete copy of the Amended and Restated Articles of Incorporation of **Eripi Institute, Inc.**

#### **Acknowledgment of consent to appointment as registered agent**

I, Bahiyyah Watson Maroon agree to be the registered agent for **Eripi Institute, Inc.** as appointed herein.

Registered Agent: Bahiyyah D. Watson Maroon

Date: 1/15/2014

Signature: Bahiyyah Watson Maroon