

N11000009333

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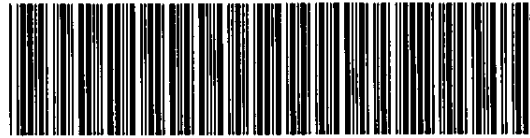
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C. LEWIS
JAN 27 2014
EXAMINER

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.

Please return all correspondence concerning this matter to the following:

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:

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Attachment II

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF N110000009333
ERIPPIO 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. Eripio 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, Eripio 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, Eripio 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 **Eripio 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 Eripio Institute Inc. shall be the carrying on of propaganda, or

otherwise attempting to influence legislation, and Eripio 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 **Eripio 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

Eripio 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 Eripio 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 Eripio 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 Eripio 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 Feyjinmi

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 Eripio 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.

APPROVED
AND
FILED

14 JAN 17 PM 12:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Eripio 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 1st and May 1st 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 9th, 2011.

11.02 Certification of Adoption of Amended and Restated Articles of Incorporation

The above stated Amended and Restated Articles of Incorporation of **Eripio 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 **Eripio Institute, Inc.**

Acknowledgment of consent to appointment as registered agent

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

Registered Agent: Bahiyyah D. Watson Maroon

Date: 1/15/2014

Signature: Bahiyyah Watson Maroon