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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Mentoring & More, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
MENTORING & MORE, INC.**

*A Florida "Not for Profit" Corporation*

*The undersigned, acting as incorporator or a corporation under Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:*

**ARTICLE 1**

**NAME OF THE CORPORATION**

The name of the corporation is MENTORING & MORE, INC. (hereinafter the "Corporation")

**ARTICLE 2**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is located at 1867 Verona Court, Naples, Florida 34109.

**ARTICLE 3**

**DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

**ARTICLE 4**

**PURPOSES**

4.1 The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code").

4.2 Mentoring and More is a non-profit organization of volunteer mentors dedicated to providing certain need-based, highly motivated high school students the experiential opportunities which will support their aspirations of attending secondary and higher institutions of learning as the first generation college students.

4.2.1 To assist and monitor students' academic, extra-curricular, and volunteer progress but providing the needed assistance to achieve the students goals.

4.2.2 To provide needed funding for college preparation, campus visits, application fees, and other experiences that are essential for college attendance.

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4.2.3 To support and encourage these students to successfully navigate the financial aid process.

4.2.4 To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

4.2.5 To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

4.3 The Board of Directors, with the consent of the Membership, if any, shall have the authority to modify change the purposes of the Corporation, by majority vote provided that such new or modified purposes remain qualifying purposes under §501(c)(3) of the Internal Revenue Code.

#### **ARTICLE 5** **PROHIBITED ACTIVITIES**

5.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, 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 4 hereof.

5.2 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code. The Corporation shall make a §501(h) election effective for its first year of operation.

5.3 Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (i) by a Corporation exempt from federal income tax under §501(c)(3) of the Code, or (ii) by a Corporation, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

5.4 In the event that the Corporation shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Corporation:

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5.4.1 shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,

5.4.2 shall not (i) engage in any act of self-dealing as defined in § 4941(d) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

#### **ARTICLE 6** **REGISTERED AGENT**

6.1 The name of the registered agent of the corporation is Duncan Varty. The address of this registered agent is 1900 Gulf Shore Blvd. N #105, Naples, FL 34102.

6.2 The Board of Directors shall have the authority to change the registered agent by majority vote.

#### **ARTICLE 7** **MEMBERS**

The Corporation shall have no members.

#### **ARTICLE 8** **BOARD OF DIRECTORS**

8.1 There shall be four (4) directors on the initial Board of Directors.

8.2 The method of election of the Board of Directors shall be stated in the bylaws.

8.3 The names and addresses of the initial members of the board of Directors are:

<u>Name:</u>	<u>Address:</u>	<u>Title:</u>
Elise Burfield	2991 Gardens Blvd. Naples, FL 34105	Board Member
William Lopresti	245 Fairway Circle Naples, FL 34106	Board Member
Duncan Varty	1900 Gulf Shore Blvd. N #105 Naples, FL 34102	Board Member and Register Agent
Sara Storey	1867 Verona Court, Naples, Florida 34109	Board Member

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**ARTICLE 9**  
**OFFICERS**

The Corporation shall have such officers as may from time to time be proscribed by the Bylaws. Their terms of office and their manner of designation or selection shall be determined according to the Bylaws then in effect.

**ARTICLE 10**  
**DISSOLUTION**

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

**ARTICLE 11**  
**AMENDMENT OF BYLAWS**

The Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

**ARTICLE 12**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of incorporation may be amended, altered and/or restated only by the affirmative unanimous vote of the members of the Board of Directors except that no amendment shall be made which would change the nature of the activities to be carried on which would not be permitted by an organization exempt from federal income taxation under Section 501(c)(3) of the Code.

**ARTICLE 13**  
**INCORPORATOR**

The sole incorporator of the Corporation is Kimberley A. Dillon. The complete business address of the sole incorporator is c/o Quarles and Brady, LLP, 1395 Panther Lane, Naples, Florida 34109.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 26 day of November, 2011.



KIMBERLEY A. DILLON

Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND  
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Corporation is MENTORING & MORE, INC.

The name of the initial registered agent of the Corporation is Duncan Varty at 1900 Gulf Shore Blvd. N #105, Naples, FL 34102.

**REGISTERED AGENT ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



DUNCAN VARTY  
Registered Agent

Date: November 26, 2011