

ARTICLES OF INCORPORATION
OF
MIAMI GARDENS MENTORING AND JOB
TRAINING CENTER INC.
99 NW 183RD STREET, SUITE #210
MIAMI GARDENS, FL 33169
786-368-1794

"Uplifting communities through education"

March 7, 2012

Department of State, Division of Corporations
P.O. Box 6397
Tallahassee, Florida
32314

SUBJECT: ARTICLES OF INCORPORATION APPLICATION

Dear Sir/Madame:

Attached are one original and one copy of the Articles of Incorporation for Miami Gardens Mentoring and Job Training Center Inc.

Hoping that this application is in compliance with the filing requirements.

Sincerely,



Shantara Maynard

Registered Agent

cc: Vicky Brown - Vice President
Tamika Jones - Treasurer
Shontavia Smith - Secretary

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FILED
12 MAR 13 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Florida not-for-profit corporation)

The undersigned, acting as the incorporator of the Miami Gardens Mentoring and Job Training Center, Inc., a not-for-profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617, Florida Statutes, as amended, (hereinafter referred to as the "Corporation") and as President of the Corporation, by virtue of the authority granted in Resolution 2012 approved by a majority of the Corporation's Board of Directors at its January 31, 2012 meeting, hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE I: NAME

The name of the Corporation shall be: Miami Gardens Mentoring and Job Training Center, Inc., hereinafter referred to as the "Corporation."

ARTICLE II: OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is: 99 NW 183rd Street, Suite 210, Miami Gardens, FL 33169.

ARTICLE III: PURPOSES

The Corporation is organized and operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any future corresponding provision of any future United States Internal Revenue Law; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any future corresponding provision of any future United States Internal Revenue Law.

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The primary purpose of this organization is to provide educational and employment skills training, mentoring, tutoring, counseling and support services that will lead to career opportunities and self sufficiency among underserved communities in Miami Dade County. Our programs are designed to provide support that will build, uplift, motivate and encourage individuals to become better educated and prepared for employment opportunities. Our programs will be geared to address public safety, substance abuse prevention education, HIV/AIDS and teen pregnancy prevention, parenting skills, mentoring and counseling, vocational training and career guidance and development. The Corporation's target goal will be to reach the general population.

ARTICLE IV: MANNER OF ELECTIONS

The manner in which the directors are elected or appointed:

The Board of directors shall be appointed by the corporate officer. The board shall meet at least twice a year, unless special sessions are needed and shall serve no longer than a two year term, after which time the new board members will be elected.

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ARTICLE V: INITIAL DIRECTORS AND/OR OFFICERS

The Board of Directors shall consist of five (5) persons. The number may be increased or decreased from time to time by an amendment to the Corporation By-Laws. However, there shall never be less than three (3) persons on the Board of Directors. All members of the Board of Directors shall be selected as provided for in the Corporation By-Laws. No member of the Board of Directors will be entitled to or shall receive any compensation for participation on the board. Board members will be required to agree to all Conflict of Interest guidelines established by the corporation and noted in the By-laws.

The Board of Directors consists of:

Shantara Maynard – President
99 NW 183rd Street, Suite 210
Miami Gardens, FL 33169

Vicky Brown – Vice President
99 NW 183rd Street, Suite 210
Miami Gardens, FL 33169

Shontavia Smith – Secretary
99 NW 183rd Street, Suite 210
Miami Gardens, FL 33169

Tamika Jones - Treasurer
99 NW 183rd Street, Suite 210
Miami Gardens, FL 33169

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ARTICLE VI: REGISTERED OFFICE AND AGENT
INITIAL REGISTERED AGENT AND STREET ADDRESS

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

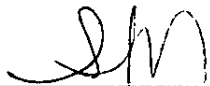
Shantara Maynard
99 NW 183rd Street, Suite 210
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Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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.

The Corporation's registered office shall be:
99 NW 183rd Street, Suite 210
Miami Gardens, FL 33169

Shantara Maynard shall be the registered agent of the Corporation at that address.



SHANTARA MAYNARD – REGISTERED AGENT

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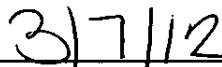
ARTICLE VII

The name and address of the incorporator is:

SHANTARA MAYNARD
99 NW 183rd Street, Suite 210
Miami Gardens, FL 33169



INCORPORATOR



DATE

ARTICLE VIII

The effective date of the corporation shall be : March 7, 2012

ARTICLE IX: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in, any political campaign or candidacy for public office.

ARTICLE X: OFFICERS

The officers of the Corporation shall be a Secretary, Treasurer, President and such other officers as may be provided by the By-Laws. No member of the Board of Directors will be entitled to or shall receive any compensation for participation on the board. Board members will be required to agree to all Conflict of Interest guidelines established by the corporation and noted in the By-Laws.

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ARTICLE XI: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present, provided that notice of the intent to submit amendments shall have been given as provided by the By-Laws.

ARTICLE XII:
DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of the Corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon dissolution or winding up of the Corporation its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

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ARTICLE XIII: CONFLICT OF INTEREST

1. No member of the Board of Directors shall derive any personal profit or gain for themselves, their relatives or friends, directly or indirectly by reason of his or her participation within the corporation, except by agreement of three quarters of the board vote.
2. Each member must disclose any personal interest that he or she may have in any matter pending before the board and shall refrain from any discussion on that matter. A conflicting board member will not be counted in quorum in matters where there is a conflict of interest.
3. Each board member must submit an annual statement must agree to these general principles and disclose any potential conflict.

ARTICLE XIV: MEMBERSHIP

The corporation shall be non-membership.