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13 DEC -2 PM 4:00

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## COVER LETTER

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

**SUBJECT:** Social Entrepreneurial Partners Corporation  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Walk Law Firm, PA  
Name (Printed or typed)

102 W. Whiting Street, Suite 301  
Address

Tampa, FL 33602  
City, State & Zip

813-999-0199  
Daytime Telephone number

rochelle@walklawfirm.com  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
SOCIAL ENTREPRENEURIAL PARTNERS CORPORATION**

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The undersigned incorporator to these Articles of Incorporation hereby subscribes these Articles of Incorporation to form a corporation (the "Corporation") not-for-profit under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes* Chapter 617).

**ARTICLE I  
Name and Address**

The name of the Corporation is **SOCIAL ENTREPRENEURIAL PARTNERS CORPORATION**. The street address of the initial principal office is 4115 W Spruce Street, Tampa 33607. The mailing address is 4115 W. Spruce Street, Tampa 33607. The Board of Directors may from time to time change the principal office or mailing address of the Corporation to any other address in the State of Florida.

**ARTICLE II  
Purposes**

The purposes for which the Corporation is formed are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws"), and the purposes of the Corporation are limited exclusively to the said charitable and educational purposes set forth below. In carrying out such purposes, this Corporation shall have all the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises, and other contributions for such charitable purposes, to hold and administer the funds and properties received and to expend, contribute, and otherwise dispose of the funds or properties for such charitable purposes.

The primary purposes of this Corporation are to do all acts and things requisite, necessary, proper, and desirable to carry out and further the objectives for which the corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the State of Florida applicable to corporations of this character, including, but not limited to, the powers described in Section 617.0302 of the Florida Statutes, as amended, subject, however, to the requirements of any other applicable law and the other limitations provided in these Articles of Incorporation, or the in the Corporation's Bylaws.

Furthermore, the purpose for which the Corporation is organized is to engage in charitable and educational activities, including without limitation, the following:

1. To provide fundraising and development support for not-for-profit organizations through education, technology, and streamlined processes; and
2. To provide ongoing support to not-for-profit organizations through consulting, board development, grant support, and additional development of social enterprises;

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3. To provide counsel and advice to start-up business organizations;
4. To offer educational programs, training and support to entrepreneurs seeking to start new businesses or seeking to raise capital to fund new business enterprises;
5. To provide education, training and support to foster public-private entrepreneurship opportunities in the greater Tampa Bay, Florida region.
6. To do such other things, consistent with the activities of a not-for-profit organization as the Board may from time to time see fit.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

**ARTICLE III**  
**Powers**

The Corporation hereby incorporates by reference any and all corporate powers given to not-for-profit corporations by virtue of Section 617.0302 of the Florida Statutes. The Corporation's activities are limited by the provisions of Section 617.0835 of the Florida Statutes which are incorporated by reference herein and any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

**ARTICLE IV**  
**Members**

The Corporation shall be organized on a non-stock basis. Admission of members shall be governed by the Bylaws. Members shall be natural persons over the age of eighteen (18) years. The initial Members shall consist of the following persons:

<b>Name</b>	<b>Address</b>
Irv Cohen	4115 W. Spruce Street, Tampa, FL 33607
Jamie Klingman	4115 W. Spruce Street, Tampa, FL 33607
Rob Shamblin	4115 W. Spruce Street, Tampa, FL 33607

**ARTICLE V**  
**Board of Directors**

The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The Board of Directors shall be appointed as provided in the Bylaws of the Corporation. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation, but shall never be less than three (3). The Board of Directors shall be selected by the Members every two years. The names and addresses of the persons who shall serve as the Members of the initial Board of Directors of the Corporation until their successors are duly elected are:

*Social Entrepreneurial Partners Corporation*  
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<b>Name</b>	<b>Address</b>
Irv Cohen	c/o Social Entrepreneurial Partners Corp. 4115 W Spruce Street Tampa, Florida 33607
Jamie Klingman	c/o Social Entrepreneurial Partners Corp. 4115 W Spruce Street Tampa, Florida 33607
Rob Shamblin	c/o Social Entrepreneurial Partners Corp. 4115 W Spruce Street Tampa, Florida 33607

**ARTICLE VI**  
**Officers**

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected every two years by the Board of Directors at its annual meeting. The names of the persons who are to serve as officers of the Corporation are:

<b>Name</b>	<b>Title</b>
Irv Cohen	President
Jamie Klingman	Vice President
Rob Shamblin	Secretary & Treasurer

**ARTICLE VII**  
**Incorporator**

The name of the incorporator is Matthew Welker. The street address of the incorporator is 102 W. Whiting Street, Suite 301, Tampa, Florida 33602.

**ARTICLE VIII**  
**Initial Registered Office and Agent**

The street address of the initial registered agent of the Corporation is 102 W. Whiting Street, Suite 301, Tampa, Florida 33602 and the name of the initial registered agent at such address is: Walk Law Firm, P.A.

**ARTICLE IX**  
**Bylaws**

The Directors of the Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the Bylaws may be amended, altered, or rescinded by a majority vote of the Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

The Bylaws of the Corporation shall contain provisions regulating the powers of the Corporation, the Directors, the Officers, and the Members, any standing committees, the control of the property owned by the Corporation and such other things as shall be necessary and proper for the carrying on of the business of the Corporation.

#### **ARTICLE X Amendment**

These Articles of Incorporation may be amended by a majority vote of the Members present at any regular meeting or a special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

#### **ARTICLE XI No Personal Liability**

The Directors, Officers, and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts, or defaults of the Corporation while acting for or on behalf of the Corporation in any official and authorized capacity. The Corporation shall indemnify all of its Directors, Officers, and agents and all of its former officers, directors, and agents, to the fullest extent permitted by law.

#### **ARTICLE XII Dissolution**

Upon dissolution of the Corporation, the Board of Directors shall, after paying and making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation by contribution to an organization qualifying for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

#### **ARTICLE XIII Term of Existence**

The Corporation shall have perpetual existence.

**IN WITNESS WHEREOF**, the undersigned incorporator executed these Articles of Incorporation of Social Entrepreneurial Partners Corporation, this 26 day of November, 2013.

Matthew Welker  
Matthew Welker, Incorporator

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DIVISION OF CORPORATIONS  
DEC - 2 PM 4:00

*Social Entrepreneurial Partners Corporation*  
*Articles of Incorporation*

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for Social Entrepreneurial Partners Corporation, at the place designated hereinabove, the undersigned hereby accepts the designation to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and acknowledges that it is familiar with and accepts the obligations of its position as registered agent.

Date: Nov. 26, , 2013

  
Walk Law Firm, PA, Registered Agent

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