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☐ PICK-UP

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(Business Entity Name)

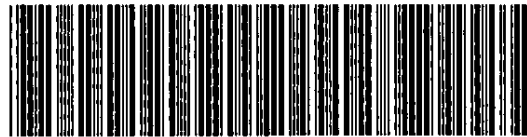
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2014 APR - 1 PM 3:32  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE

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

SUBJECT: Non-Profit Articles of Incorporation for Professionals Helping to Restore Excellence through National Service (PHRENS) Inc.

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

\$78.75- Filing Fee and Certified Copy

FROM:  
Annalise Smith  
3177 Coral Hills Dr E3  
Coral Springs, FL 33065  
954-682-2770  
AnnaliseSmith87@gmail.com



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 11, 2014

ANNALISE SMITH  
3177 CORAL HILLS DR E3  
CORAL SPRINGS, FL 33065

SUBJECT: PROFESSIONAL HELPING TO RESTORE EXCELLENCE  
THROUGH NATIONAL SERVCIE (PHRENS) INC.  
Ref. Number: W14000015756

We have received your document for PROFESSIONAL HELPING TO RESTORE EXCELLENCE THROUGH NATIONAL SERVCIE (PHRENS) INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

Letter Number: 014A00005337

PHRENS Inc.  
Articles of Incorporation

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**PHRENS Inc.**

A Florida Non-profit Public Benefit Corporation

2014 APR -1 PM 3:32

**ARTICLES OF  
INCORPORATION**

**ARTICLE I  
NAME**

**1.01 Name**

The name of this corporation shall be PHRENS Inc.

**ARTICLE II  
PLACE OF BUSINESS**

**2.01 Corporate Address**

The address of the corporation is:

PHRENS Inc.  
3177 Coral Hills Drive. E3  
Coral Springs FL, 33065

The mailing address of the corporation is:

PHRENS Inc.  
3177 Coral Hills Drive. E3  
Coral Springs FL, 33065

**ARTICLE III  
PURPOSE**

**3.01 Purpose**

PHRENS Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. As a youth based organization, the purpose of PHRENS Inc. is to mentor, support and uplift the next generation by providing scholarships, educational workshops and programs to enrich the lives of youths on a local and national level.

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PHRENS Inc.  
Articles of Incorporation

**3.02 Public Benefit**

PHRENS Inc. is designated as a public benefit corporation.

**ARTICLE IV**  
**ELECTION OF DIRECTORS**

**4.01** Directors of PHRENS Inc. will be elected as provided for in the bylaws.

**ARTICLE V**  
**BOARD OF DIRECTORS**

**5.01 Governance**

PHRENS Inc. shall be governed by its board of directors.

**5.02 Initial Directors**

The initial directors of the corporation shall be:

Annalise Smith  
Executive Director  
3177 Coral Hills Drive E3  
Coral Springs FL 33065

Kimberley Thompson  
Director of Development  
5645 West McNab Rd  
North Lauderdale FL 33068

Susanna Weatherly  
Director of Operations I  
833 Riverside Dr. #830  
Coral Springs FL 33071

Robert Smith  
Director of Operations II  
3177 Coral Hills Dr E3  
Coral Springs FL 33065

Tashera Thompson  
Director of Finance  
3521 NW 34<sup>th</sup> Avenue  
Lauderdale Lakes FL 33309

PHRENS Inc.  
Articles of Incorporation

Kerrian Shirley  
Director of Marketing, Branding and Public Relations I  
4501 West Atlantic Blvd #1508  
Coconut Creek FL 33066

Jerome Smith  
Director of Marketing, Branding and Public Relations II  
10190 NW 24<sup>th</sup> Court  
Sunrise FL 33322

Deron Johnson  
Director of Marketing, Branding and Public Relations III  
10190 NW 24<sup>th</sup> Court  
Sunrise FL 33322

Nicole Reid  
Volunteer Service Projects Coordinator  
1151 NW 80<sup>th</sup> Avenue #10b  
Margate FL 33063

Panseta Smith  
Administrator  
3177 Coral Hills Drive E3  
Coral Springs FL 33065

## **ARTICLE VI** **NON-PROFIT NATURE**

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

PHRENS Inc. is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of PHRENS 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

PHRENS Inc.  
Articles of Incorporation

PHRENS Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of PHRENS Inc. of any nature whatsoever, 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 corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of PHRENS Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of PHRENS Inc. hereunder shall be selected by the discretion of a majority of the managing body of PHRENS Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against PHRENS Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

#### **4.03 Prohibited Distributions**

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

#### **4.04 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or

PHRENS Inc.  
Articles of Incorporation

otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **4.05 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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.

### **ARTICLE VII APPOINTMENT OF REGISTERED AGENT**

#### **9.01 Registered Agent**

The registered agent of the corporation shall be:

Annalise Smith  
3177 Coral Hills Drive E3  
Coral Springs FL 33065

### **ARTICLE VIII INCORPORATOR**

The incorporators of the corporation are as follow:

Annalise Smith  
3177 Coral Hills Drive E3  
Coral Springs FL 33065



PHRENS Inc.  
Articles of Incorporation

**ACKNOWLEDGMENT OF CONSENT  
TO APPOINTMENT AS REGISTERED AGENT**

I, Annalise Smith, agree to be the registered agent for PHRENS Inc. as appointed herein to accept service of process for the above stated corporation at the place designated in this certificate.

  
ANNALISE SMITH, Registered Agent

Date: 3/28/14

I, Annalise Smith submit this document and affirm that the facts stated herein are true. I am aware that any 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.

  
ANNALISE SMITH, Incorporator

Date: 3/28/14

2014 APR - 1 PM 3:32  
CLERK OF THE  
DIVISION OF REVENUE