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SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

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

SUBJECT: Rewordit.org, Inc.
(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: Giovanni Azael
Name (Printed or typed)

21175 Via Eden
Address

Boca Raton, FL 33433
City, State & Zip

561-908-4080
Daytime Telephone number

giovanni@rewordit.org
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
REWORDIT.ORG, INC.**

(A Nonprofit Corporation)

ARTICLE I

Name

The name of the Corporation is **REWORDIT.ORG, INC**

ARTICLE II

Purposes, Limitations, and Dissolution Section

Section 2.1 Purposes.

The Corporation is organized exclusively for charitable and education purposes, including, for such purposes:

- a) soliciting awards, grants, and contributions in connection with improving education, and the overall quality of life for residents of the State of Florida, including, without limitation for business partnership and speaker programs, worker training and rehabilitation services, school and student enrichment programs, special education and learning disability programs, and other related educationally beneficial programs.
- b) making awards, grants, and contributions in connection with improving education, housing, recreation and the overall quality of life for residents of Florida, including, without limitation for business partnership and speaker programs, worker training and rehabilitation services, school and student enrichment programs, special education and learning disability programs, and other related educationally beneficial programs.
- c) funding expenditures for capital improvements, additions, renovations, furniture, fixtures, facilities, equipment, goods, educational materials, supplies, professional services, publication of printed, audio, video and other materials and other special projects which are necessary or incidental to the improvement of education and the overall quality of life for residents of the State of Florida, including the acquisition of capital additions to provide employment to assist in the provision of life improvement services; and
- d) in general assisting the local efforts of other educational, social and recreational organizations, agencies and related programs throughout Florida through grants, gifts, awards, expenditures, and other contributions of money, real property, tangible and intangible personal property, goods, services, and other things of value, to facilitate the improvement of education, housing, recreation and the overall quality of life for residents of the State of Florida.

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TALLAHASSEE FLORIDA

Section 2.2 Limitations on Actions.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section 2.1 of this Article. No substantial part of the activities of the Corporation shall be used for attempting to influence governmental actions, except as specifically authorized by the Board of Directors of the Corporation relative to governmental actions directly affecting the purposes or operations of the Corporation, nor for participation or intervention in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted:

- a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States tax laws); or
- b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States tax laws).

In addition:

- 1) The Corporation will 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 Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States tax laws).
- 2) The Corporation will not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States tax laws).
- 3) The Corporation will not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States tax laws).
- 4) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States tax laws).
- 5) The Corporation will not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States tax laws).

Section 2.3 Dissolution.

- 1) Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization which, at such time, is or are qualified as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States tax laws) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the Seventh Judicial District, exclusively for the purpose of the Corporation or to such organization or organizations which are organized and operated exclusively for such purposes as the Court shall determine.

ARTICLE III

Powers

Subject to the restrictions and limitations set forth in Article II, the Corporation shall have the powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, and which are necessary and proper to carry out and perform any and all of the purposes for which the Corporation is organized.

ARTICLE IV

Membership

Section 4.1 Qualification.

The members of the Corporation shall be those persons who, from time to time, shall be nominated by the Board of Directors of the Corporation and elected by the then current members of the Corporation, shall be those persons specified in Section 8.2 of these Articles of Incorporation.

Section 4.2 Term.

The membership of the Corporation shall be established at each annual meeting of the members, according to the By-Laws of the Corporation. Additional members may be added to the membership between annual meetings by majority vote of the Board of Directors.

Section 4.3 Powers.

The membership shall have the power to elect the Board of Directors, determine the membership at its annual meeting, and such other powers as may be given in the By-Laws of the Corporation. Actions required of the membership shall be by majority vote of those present at any meeting.

ARTICLE V

Terms of Existence

The Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

ARTICLE VI

Incorporators

The name and address of each incorporator for these Articles of Incorporation is as follows:

Giovanni Azael

**21175 Via Eden
Boca Raton, FL 33433**

ARTICLE VII

Officers

Section 7.1 Number.

The affairs of the Corporation are to be managed under the authority of the Board of Directors by a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws.

Section 7.2 Manner of Election.

The officers of the Corporation shall be elected or appointed by a majority vote of the Board of Directors at its annual meeting and shall serve for one-year terms, running coincident with the Corporation's fiscal year. Officers may be Directors, with or without cause, and vacancy in any office may be filled by a majority vote of the Board of Directors.

Section 7.3 Initial Officers.

The names of the persons to serve as officers of the Corporation initially and until their successors are duly elected are:

President	Giovanni Azael
Vice President	Ricardo Azael
Secretary/Treasurer	Anthony Jerome

ARTICLE VIII

Board of Directors

Section 8.1 Number and Election.

The Board of Directors shall consist of such number of persons as shall be specified, from time to time, in the By Laws of the Corporation. However, the Corporation shall at all times have at least three directors. The initial Board of Directors shall consist of those persons specified in Section 8.2. Directors shall be elected by the members at the annual meetings of the members, from nominations by the Board of Directors or from any member. Vacancies occurring on the Board of Directors between annual meetings may be filled by majority vote of the Board of Directors.

Section 8.2 Names and Addresses of Initial Directors.

The names and addresses of the persons who are to serve as the initial members of the Board of Directors of the Corporation until the election of their successors are as follows:

Giovanni Azael, President
21175 Via Eden
Boca Raton, FL 33433

Ricardo Azael, Vice President
1000 Atkinson Ave
Ft. Lauderdale, FL 33312

Anthony Jerome, Secretary Treasurer
325 Fuller St,
Dorchester, MA 02124

Section 8.3 Powers.

The affairs of the Corporation shall be managed under the authority of the Board of Directors. In addition to the powers specifically given in these Articles of Incorporation, the Board of Directors shall have those powers customarily exercised by the Board of Directors of a corporation organized under the laws of the State of Florida.

Section 8.4 Executive Committee.

The Board of Directors may, pursuant to a resolution adopted by a majority of all the members of the Board, designate three or more of its members to constitute an Executive Committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Directors.

ARTICLE IX

Stock and Dividends Prohibited

The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income to its members, officers, or directors, and the private property of its members, officers, or directors shall not be liable for any obligation of the Corporation.

ARTICLE X

Bylaws

The By Laws of the Corporation shall be made, altered, or rescinded by majority vote of the Board of Directors.

ARTICLE XI

Amendment

Amendments to these Articles of Incorporation may be proposed by the Board of Directors or by any member and adopted by majority vote of the members.

ARTICLE XII

Registered Agent, Registered Office and Principal Office

The initial Registered Agent, Registered Office and Principal Office of the Corporation shall be **Giovanni Azael, 21175 Via Eden, Boca Raton, FL 33433** and shall be designated as the Registered Agent, Registered Office and Principal Office to accept service of process for the Corporation within this state. The mailing address is the same.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Required Signature of Registered Agent

04/05/14
Date

I 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.

Required Signature of Incorporator

04/05/14
Date

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TALLAHASSEE FLORIDA