

COVER LETTER

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

SUBJECT: THE WOODSON INSTITUTE, 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: STAREX SMITH
Name (Printed or typed)

550 N. BISCAYNE RIVER DR
Address

MIAMI FL 33169
City, State & Zip

305-685-4476
Daytime Telephone number

RUBINMENTORING@GMAIL.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
THE WOODSON INSTITUTE, INC.
(A FLORIDA NOT FOR PROFIT CORPORATION)

ARTICLE I

NAME

The name of the corporation is THE WOODSON INSTITUTE, INC.

ARTICLE II

PRINCIPAL OFFICE

The mailing address and principal office of the corporation shall be:
550 North Biscayne River Drive, Miami, Florida 33169.

ARTICLE III

PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are as follows:

A. This corporation is a corporation not for profit as defined in the Florida Not For Profit Corporation Act. The corporation is formed and organized and shall be operated exclusively for charitable and education purposes. Specifically, the corporation is organized to coordinate vital social and educational services to economically challenged youth and their families, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

B. This corporation is authorized to engage in any lawful activity for which not for profit corporations may be organized under the laws of the State of Florida and shall

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TALLAHASSEE FLORIDA

have all of the powers vested in a not for profit corporation organized under and existing by virtue of the laws of the State of Florida, consistent with the purposes in Paragraph A., above.

ARTICLE IV

LIMITATIONS ON DISTRIBUTIONS AND POLITICAL ACTIVITIES

A. No part of the net earnings, gains or assets of the corporation shall inure to the benefit of or be distributable to its members, trustees, directors or officers, other private individuals, or organizations organized and operated for a profit; provided, however, 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 3, hereof, to the extent permitted by law.

B. Notwithstanding any other provisions in these Articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3) and 509(a).

C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided by Code Section 501(h), and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

Starex Smith
550 North Biscayne River Drive
Miami, Florida 33169

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 550 North Biscayne River Drive, Miami, Florida 33169, and the name of the initial registered agent of this corporation at that address is Starex Smith.

ARTICLE VI

INITIAL DIRECTORS

The Board of Directors of The Woodson Institute (a) shall be the governing body of The Woodson Institute, (b) shall direct and govern the affairs of The Woodson Institute and the disposition of its property, and (c) shall be appointed as provided in the Bylaws of The Woodson Institute. In all respects, the number of directors, the manner of their appointment or election, and the duration of their term shall be set forth in the Bylaws of The Woodson Institute, and may be changed from time to time by amendment to, or in the manner provided in, the Bylaws, but no decrease in the number of the directors shall have the effect of shortening the term of any incumbent director, and in no event shall there be less than three (3) directors. The initial Board of Directors shall be five (5). The name and address of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, are:

JACAYLA TOSON, 1915 Fletcher Street, Apt. 4, Hollywood, FL 33020

WILLIE HATCHER, 233 NE 21st Street, Delray Beach, FL 33444

JUANITA RICHARDSON, 2540 NW 159th Street, Miami Gardens, FL 33054

STAREX SMITH, 550 North Biscayne River Drive, Miami, Florida 33169

ANTHONY RANDOLPH, 2540 NW 159 Street, Miami Gardens, FL 33054

ARTICLE VII

NO MEMBERS

The Corporation shall have no members. The property affairs, and business of the Corporation shall be managed and conducted by a Board of Directors which shall have and exercise all of the powers of the Corporation, shall make all bylaws, rules, and regulations for the governing of the Corporation, direct the management of its affairs and the election of its officers, and which may repeal, alter, or amend such bylaws, rules, and regulations as they deem proper for the management of the affairs of the Corporation.

ARTICLE VIII

DISSOLUTION


In the event of dissolution or final liquidation of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine: (a) a nonprofit organization or organization which may have been created to succeed the corporation as long as such organization or each such organization shall then qualify as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and/or (b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3).

ARTICLE IX

INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 9 day of July, 2014.




STAREX SMITH, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, I hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article V of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 9 day of July, 2014.



STAREX SMITH

14 JUL 11 PM 3:59
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TALLAHASSEE FLORIDA