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15 APR 10 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 14 2015
S. GILBERT

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

FILED
15 APR 10 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation shall be:

G.E.M.S. ENRICHMENT CENTER, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

410 NW 16th Avenue
Boynton Beach, FL 33435

ARTICLE III
DURATION

The corporation is organized pursuant to the provisions of the State of Florida Nonprofit Corporation Act. The corporation is a public benefit corporation and a religious corporation. The corporation has a perpetual duration.

ARTICLE IV
PURPOSE

The purpose for which the corporation is organized and operated are exclusively religious, charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States internal revenue law. The corporation's religious, charitable and educational goals shall be met by its commitment to serve as a

faith-based outreach. Such commitment shall be fulfilled additionally by doing whatever is legal under Florida law as pertaining to Not-for-Profit corporations.

ARTICLE V **MANNER OF ELECTION**

Section 1: The corporation shall have no members, and shall be governed exclusively by its Board of Directors. The manner in which the directors of the corporation shall be elected or appointed shall be governed by the provisions of the Bylaws of the corporation.

Section 2: The powers and business affairs of the corporation shall be exercised and managed by or under the authority or direction of the corporation's Board of Directors. The number of directors may be increased or decreased from time to time by a majority of the directors, but at no time shall there be fewer than three (3) directors of the corporation.

ARTICLE VI **INITIAL DIRECTORS**

The names, addresses and titles of the initial Board of Directors and officers of the corporation are:

Dr. Nakisha Kinlaw
410 NW 16th Ave
Boynton Beach, FL 33435

Valerie Valcourt
6393 Lantana Pines Dr
Lake Worth, FL 33462

Shenika Davis
4440 Portofino Way
West Palm Beach, FL 33409

Aretha Kinlaw
205 NW 14th Avenue
Delray Beach, FL 33444

Duane Dukes
422 34th Street
West Palm Beach, FL 33407

Margo Pierre
269 NE 2nd Avenue
Delray Beach, FL 33444

ARTICLE VII
INITIAL REGISTERED AGENT

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

Dr. Nakisha Kinlaw
410 NW 16th Avenue
Boynton Beach, FL 33435

ARTICLE VIII
INDEMNIFICATION

The corporation may indemnify a person who was, is or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the corporation as provided by the provisions of the Florida Nonprofit Corporation Act governing indemnification. As provided in the bylaws, the Board of Directors shall have the power to define the requirements and limitations for the corporation to indemnify directors, officers or other persons related to the corporation.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is:

Dr. Nakisha Kinlaw
410 NW 16th Avenue
Boynton Beach, FL 33435

ARTICLE X
ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consent by the number of directors or committee members whose vote would be necessary to take action at a meeting at which all persons entitled to vote were present and voted. Each

written consent must bear the date of signature of each person signing it. A consent signed by less than all of the directors or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the nonprofit corporation within sixty (60) days after the date of the earliest dated consent delivered to the nonprofit corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the registered office, registered agent, principal place of business, transfer agent registrar, exchange agent or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the corporation's principal place of business, the consent must be addressed to the President or principal executive officer of the corporation.

The corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that the written consent procedures have been properly followed.

The telegram, telex, cablegram or similar transmission by a director or committee member, or photographic, facsimile or similar reproduction of the signed writing is to be regarded as being signed by the director or committee member.

ARTICLE XI

POLICY OF NONDISCRIMINATION

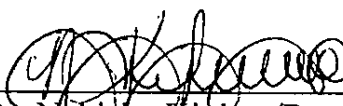
No person on the grounds of race, color, sex or national and ethnic origin shall be excluded from any activity established by the corporation or by the corporation in connection with its various ministries or activities, nor shall any person on such grounds be excluded from participation in, or be denied the benefits of, or otherwise subjected to discrimination under, any program or activity of the corporation.

ARTICLE XII
DISSOLUTION

In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the corporation shall go and be distributed to a nonprofit corporation qualifying as an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statutes thereof, as an organization qualifying as a public charity under the provisions of Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, as the directors of the corporation may select and designate; and in no event shall any of the said assets or property, in the event of dissolution thereof, go or be distributed or contributed by such directors, for any other such purpose.

Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

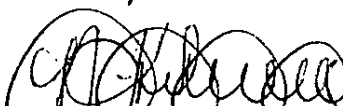
Having been named as registered agent to accept services of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Dr. Nakisha Kinlaw/Registered Agent

4/8/15

Date



Dr. Nakisha Kinlaw/Incorporator

4/8/15

Date