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FLORIDA PROFIT/NON PROFIT CORPORATION
INTERNATIONAL HUMAN FACTOR YOUTH LEADERSHIP
INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
INTERNATIONAL HUMAN FACTOR YOUTH LEADERSHIP, INC.
(a Florida Not For Profit Corporation)**

The undersigned, acting as Incorporator of a Florida corporation under the Florida Not For Profit Act, Chapter 617 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is INTERNATIONAL HUMAN FACTOR YOUTH LEADERSHIP, INC.

**ARTICLE II
PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS**

The street address of the principal office of the Corporation, and the Corporation's mailing address, is 1946 SW 20th Street, Miami, Florida 33145.

**ARTICLE III
PURPOSE**

The Corporation is organized and shall be administered and operated exclusively to provide an educational leadership program for economically disadvantaged youth, introducing them to the guiding principles of human factor leadership and social entrepreneurship. The program will educate and train each participating youth in character development, leadership skills, the importance of social awareness and responsibility, and appreciation for diverse cultures, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent tax laws of the United States.

In furtherance of the purposes of the Corporation, and within the foregoing restrictions, the Corporation shall have all lawful powers necessary or appropriate to such purposes, including but not limited to all corporate powers corporations may have under the Florida Not For Profit Corporation Act, as it may be amended or replaced from time to time, or the provisions of any similar law; provided, however, that the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation, as set forth herein.

**ARTICLE IV
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by, and all corporate powers shall be exercised by and under the authority of a Board of Directors. The Board of Directors initially shall consist of three (3) persons who shall hold office until their successors are duly appointed and qualified. The manner of appointment of Directors shall be as set forth in the Bylaws.

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ARTICLE V MEMBERS AND ADVISORY BOARD

At the discretion of the Board of Directors, the Corporation may or may not have members or an advisory board. If the Board from time to time determines to establish memberships in the Corporation, or an advisory board, the qualifications for members of the Corporation, or for members of an advisory board, and the manner of their admission, and provisions governing their respective status, rights, responsibilities or benefits shall be as provided in the Bylaws or as determined by the Board. The Corporation shall have authority to issue certificates of membership as provided in the Bylaws or as determined by the Board. In no event shall members, if any, be entitled to vote. Membership, if any, in the Corporation shall be non-transferable. Members shall have no ownership rights or beneficial interests of any kind in the Corporation or its assets.

ARTICLE VI LIMITATIONS

(1) The Corporation is organized not for profit, and no part of its income shall ever be distributed to any member, member of the Board of Directors, officer or any private individual, *provided, however*, that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

(2) The Corporation shall not, as a substantial part of the activities of the Corporation, attempt to influence legislation by propaganda, lobbying or otherwise; nor shall the Corporation participate in or intervene in (including by publication or distribution of statements or otherwise), any political campaign on behalf of or in opposition to, any candidate for public office.

(3) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt from taxation under Section 501(c)(3) of the Code, and the related Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization to which contributions are deductible under Section 170 of the Code, and the related Treasury Regulations as they now exist or as may be amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

(4) The Corporation has a policy of non-discrimination, and accordingly, in connection with any education program it offers or sponsors, it will admit students or participants of any race, color and national and ethnic origin, to all the rights, privileges, programs and activities to be offered or made available generally to students or participants. The Corporation will not discriminate on the basis of race, color or national or ethnic origin in the administration of its educational policies, admissions policies, scholarship or loan programs, if any, and any other educational or related programs.

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ARTICLE VII DISSOLUTION

The assets and proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated to the charitable purposes stated in Article III hereof. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation, in such proportions as the Board of Directors (or in their absence as a court of competent jurisdiction) may determine, to such organizations organized and operated exclusively for religious, scientific, educational or charitable purposes as shall qualify as an exempt organization under Code Section 501(c)(3) (or any successor legislation).

ARTICLE VIII GENERAL

The Corporation shall distribute its income for each taxable 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 Code, or any corresponding provisions of any future United States Revenue Law.

The Corporation shall not engage in any act of "self-dealing," as defined in Section 4941(d) of the Code or any corresponding provisions of any future United States revenue law.

The Corporation shall not retain any "excess business holdings," as defined in Section 4943(c) of the Code, or any corresponding provisions of any future United States revenue law.

The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code, or any corresponding provisions of any future United States revenue law.

The Corporation shall not make any "taxable expenditures," as defined in Section 4945(d) of the Code, or any corresponding provisions of any future United States revenue law.

ARTICLE IX INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Corporation's registered agent is Curtis B. Hunter c/o Berger Singerman LLP, 1450 Brickell Avenue, Miami, Florida 33131.

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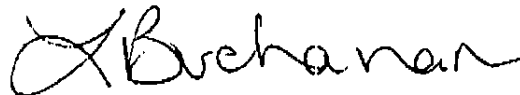
**ARTICLE X
INCORPORATOR**

The name and address of the incorporator is Leigh-Ann Buchanan, 1946 SW 20 Street, Miami, Florida 33145.

**ARTICLE XI
BYLAWS**

The power to make, alter, amend, repeal or adopt the Bylaws of the Corporation shall be vested solely in the Board of Directors, and shall be subject to the provisions of the Bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 28th day of August, 2015.



Leigh-Ann Buchanan
Incorporator

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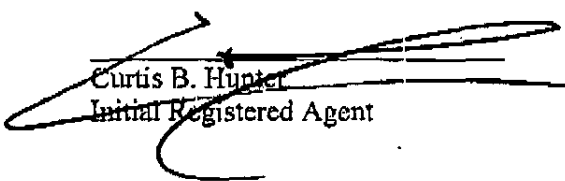
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ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of International Human Factor Youth Leadership, Inc., and I agree to comply with the provisions of the laws of the State of Florida, including Section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process. I am familiar with and accept the obligations provided for in Chapter 617, Florida Statutes.

Date: August 28, 2015


Curtis B. Hunter
Initial Registered Agent

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