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APR 14 2016
S. GILBERT

Dr. Denise Jamison
4301 Creighton Road #147
Pensacola, FL 32504
850-505-7950
futurerequest@cox.net

April 11, 2016

Sylvia Gilbert, Regulatory Specialist II
Florida Department of State, Division of Corporations
New Filing Section
P. O. Box 6327
Tallahassee, FL 32314

Subject: Community Learning Enhancement Institute (CLEI), Inc.
Ref. Number: W1600023642
Letter Number: 316A00006548

Dear Ms. Gilbert:

Pursuant to your letter dated March 30, 2016, it is my understanding that the Articles of Incorporation application was rejected, due to your reference to the "doing business as name" in the document. You further stated that if I wished to register the fictitious name, I could do so by filing an application. Pursuant your further inspection, I have enclosed a copy of the approved fictitious name certificate as well as the information from your website concerning the fictitious name registration below:

Fictitious Name Detail	
Fictitious Name	
COMMUNITY LEARNING ENHANCEMENT INSTITUTE (CLEI)	
Filing Information	
Registration Number	G15000009230
Status	ACTIVE
Filed Date	01/27/2015
Expiration Date	12/31/2020

Although the CLEI was included and accepted as part of the fictitious name filing, I was not aware that the CLEI had to be separated from the Community Learning Enhancement Institute name when filing for incorporation, until after speaking with a person from your office this morning. Therefore, I have corrected the document areas of concern and am resubmitting the documents for your approval. I have, also, enclosed a copy of your letter, as per requested.

Please feel free to contact me if you require any additional documentation or information.

Sincerely,

Dr. Denise Jamison



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 30, 2016

DR. DENISE JAMISON
4301 CREIGHTON ROAD #147
PENSACOLA, FL 32514

SUBJECT: COMMUNITY LEARNING ENHANCEMENT INSTITUTE (CLEI), INC.
Ref. Number: W16000023642

We have received your document for COMMUNITY LEARNING ENHANCEMENT INSTITUTE (CLEI), 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.

Sylvia Gilbert
Regulatory Specialist II
New Filing Section

Letter Number: 316A00006548

Nisa Ria Enterprises
4301 Creighton Road #147
Pensacola, FL 32504
850-505-7950
futurequest@cox.net

March 17, 2016

Department of State
Division of Corporations
P. O. Box 6127
Tallahassee, FL 32314

To Whom It May Concern:

I am writing to inform you that, as the Incorporator of the proposed Community Learning Enhancement Institute (CLEI), Inc., I am submitting the enclosed original and a copy of the Articles of Incorporation application along with an addendum of additional Articles to fulfill the requirements of the state. The addresses listed for the Annual Report and Principal Office are initially stated for the sake of registering the documents. Upon acquisition of an actual building and its physical address for the operational facilities to be implemented, the state will be notified and information will be updated accordingly.

If there is anything else needed, please notify me.

Sincerely,

Denise Jamison, EdD
Life and Academic Coach/Consultant and Academic Therapist

COVER LETTER

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

SUBJECT: Community Learning Enhancement 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: Dr. Denise Janison

Name (Printed or typed)

4301 Creighton Road #147

Address

Pensacola, FL 32514

City, State & Zip

850-505-7950

Daytime Telephone number

futurequest@cox.net

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
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: Community Learning Enhancement Institute, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address:
(Temporary address)

4301 Creighton Road #147

Pensacola, FL 32504

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: This corporation is organized primarily for educational, charitable and

scientific purposes and will provide personal, socioemotional, interest/talent, academic, career, service learning and educational

development services and opportunities for eligible and qualifying children, youth, parents/guardians, families, adults and senior

citizens within the community. This corporation will offer both at-risk prevention and intervention services and opportunities

intended to empower clients throughout their lifespan, thus facilitating proactive lifestyles and familial cohesiveness. This corporation

seeks to provide community outreach services and opportunities to relevant community entities (e.g. educational institutions, the

workforce, criminal justice system, homeless shelters, social welfare agencies, the military, substance abuse rehabs, etc.).

The character and essence of the corporation is the same as the purpose.

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: Initially the founding

board of directors will be selected and approved by the Task Force. Henceforth, the subsequent directors will be
nominated, elected, maintained, and appointed in accordance with the corporation's bylaws.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Dr. Denise Jamison, Chairperson

Address: 4301 Creighton Road #147

Pensacola, FL 32504

Name and Title: Dr. Robert Thomas, CoTreasurer

Address: 1918 Adirondack Avenue

Pensacola, FL 32514

Name and Title: Mrs. Karolina Livingston, Co-Chair

Address: 3435 Holt Circle

Pensacola, FL 32526

Name and Title: Mr. David Bastable, Member

Address: P. O. Box 1557

Gulf Breeze, FL 32562

Name and Title: Mr. Wayne Thomas, Treasurer

Address: 1934 Sunrise Drive

Navarre, FL 32566

Name and Title: _____

Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: Mr. John Glassman, P.A.

Address: 1127 North Palafox Street
Pensacola, FL 32501

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Name: Dr. Denise Jamison

Address: 4301 Creighton Road #147
Pensacola, FL 32504


ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: N/A (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior or 90 business days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

 (John Glassman)
Required Signature of Registered Agent

3-17-16
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

3-17-16
Date

Articles of Incorporation – Nonprofit Corporation

[Community Learning Enhancement Institute, Inc.]

Pursuant to §617 of the laws of Florida, the undersigned majority of whom are citizens of the United States, do hereby submit these additional Articles of Incorporation for the purpose of forming a nonprofit corporation.

ARTICLE 9

This organization is a nonprofit public benefit corporation and is not organized for the private gain of any person. To this end, the corporation shall at all times be operated exclusively for stated purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE 10

Indemnification

The corporation does indemnify any directors, officers, employees, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable statute.

ARTICLE 11

Prohibited Activities

No part of the net earnings of the corporation 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 Article 11. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this 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 this corporation.

ARTICLE 12

Personal Liability

No (member) officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE 13

Distributions Upon Dissolution

Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501©(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, which has established its tax exempt status under

Section 501(c)(3) of the Internal Revenue Code, and which is qualified to receive "qualified conservation contributions" within the meaning of Section 170(h) of said Code, or the corresponding provisions of any future statute of the United States. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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. In the event of a liquidation of this corporation, all corporate assets shall be disposed of in such a manner as may be directed by decree of the superior court for the county in which the corporation has its principal office, on petition therefore by the Attorney General or by any person concerned in the dissolution, in a proceeding to which the Attorney General is a party.

ARTICLE 14

Conflict of Interest Policy

For Directors and Officers and Members of a Committee with Board Delegated Powers

SECTION 1. PURPOSE

The Community Learning Enhancement Institute, Inc. will be a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of the corporation as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public.

Consequently, there exists between the corporation and its board, officers, and management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of the corporation honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of the incorporation. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the corporation or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

The purpose of this Board conflict of interest policy is to protect the corporation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations. This policy is also intended to identify "independent" directors.

Section 2. DEFINITIONS

1. Interested person -- Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial interest -- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- b. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or Executive Committee decides that a conflict of interest exists, in accordance with this policy.

3. Independent Director -- A director shall be considered "independent" for the purposes of this policy if he or she is "independent" as defined in the instructions for the IRS 990 form or, until such definition is available, the director --

- a. is not, and has not been for a period of at least three years, an employee of the corporation or any entity in which the corporation has a financial interest;
- b. does not directly or indirectly have a significant business relationship with the corporation, which might affect independence in decision-making;
- c. is not employed as an executive of another corporation where any of the corporation's executive officers or employees serve on that corporation's compensation committee; and
- d. does not have an immediate family member who is an executive officer or employee of the corporation or who holds a position that has a significant financial relationship with the corporation.

SECTION 2. PERSONS CONCERNED

This statement is directed not only to directors and officers, but to all employees who can influence the actions of the corporation. For example, this would include all who make purchasing decisions, all persons who might be described as "management personnel," and anyone who has proprietary information concerning the corporation.

SECTION 3. AREAS IN WHICH CONFLICT MAY ARISE

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to the corporation.
2. Persons and firms from whom the corporation leases property and equipment.
3. Persons and firms with whom the corporation is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
4. Competing or affinity organizations.
5. Donors and others supporting the corporation.
6. Agencies, organizations, and associations which affect the operations of the corporation.
7. Family members, friends, and other employees.

SECTION 4. NATURE OF CONFLICTING INTEREST

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with the corporation.
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with the corporation.
3. Receiving remuneration for services with respect to individual transactions involving the corporation.
4. Using corporation's time, personnel, equipment, supplies, or good will for other than corporation - approved activities, programs, and purposes.
5. Receiving personal gifts or loans from third parties dealing or competing with the corporation. Receipt of any gift is disapproved except gifts of a value less than \$50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

SECTION 5. INTERPRETATION OF THIS STATEMENT OF POLICY

The areas of conflicting interest listed in Section 3, and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conflicts might arise in other areas or through other

relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy:

The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of the corporation.

However, it is the policy of the board that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

SECTION 6. DISCLOSURE POLICY AND PROCEDURE

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest is excluded from the discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists; and
4. The [board or a duly constituted committee thereof] has determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the chief executive officer (or if she or he is the one with the conflict, then to the board chair), who shall bring the matter to the attention of the [board or a duly constituted committee thereof]. Disclosure involving directors should be made to the board chair, (or if she or he is the one with the conflict, then to the board vice-chair) who shall bring these matters to the [board or a duly constituted committee thereof]. The [board or a duly constituted committee thereof] shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to the corporation. The decision of the [board or a duly constituted committee thereof] on these matters will rest in their sole discretion, and their concern must be the welfare of the corporation and the advancement of its purpose.

Section 7. PROCEDURES

1. **Duty to Disclose** -- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board or Executive Committee.
2. **Recusal of Self** -- Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
3. **Determining Whether a Conflict of Interest Exists** -- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists.
4. **Procedures for Addressing the Conflict of Interest**
 - a. An interested person may make a presentation at the Board or Executive Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The Chairperson of the Board or Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board or Executive Committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person, or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

5. Violations of the Conflicts of Interest Policy

a. If the Board or Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 8. RECORDS OF PROCEEDINGS

The minutes of the Board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Executive Committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 9. COMPENSATION

a. A voting member of the Board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 10. ANNUAL STATEMENTS

1. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflict of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

2. Each voting member of the Board shall annually sign a statement which declares whether such person is an independent director.

3. If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.

4. The Executive Committee shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

Section 11. PERIODIC REVIEWS

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

Section 12 – USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Section 11, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.