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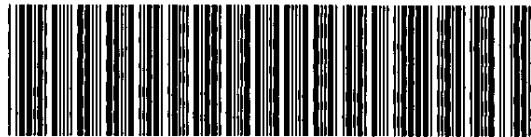
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STATE OF TEXAS  
DIVISION OF CORPORATIONS

16 APR 15 AM 11:50

## COVER LETTER

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

Next Steps Employment Services Corp.  
**SUBJECT:** \_\_\_\_\_  
(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:** \_\_\_\_\_  
Tallulah Held  
Name (Printed or typed)

9306 Crescent Loop Circle #201

Address

Tampa, FL 33619

City, State & Zip

813-334-5581

Daytime Telephone number

talluheld@gmail.com

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

# **NEXT STEPS EMPLOYMENT SERVICES CORP.**

## **ARTICLES OF INCORPORATION – NON-PROFIT**

### **ARTICLE I**

#### NAME

##### 1.01 Name

The legal name of this corporation shall be **Next Steps Employment Services Corp.**

### **ARTICLE II**

#### DURATION

##### 2.01 Duration

The period of duration of the corporation shall be perpetual.

### **ARTICLE III**

#### PURPOSE

##### 3.01 Purpose

Next Steps Employment Services Corp. is a non-profit corporation organized exclusively for charitable, religious, educational, and scientific purposes, 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, or the corresponding section of any future federal tax code.

Next Steps Employment Services Corp. assists adult men and women with disabilities to find meaningful careers, and serve as a provider to Florida State Department of Education, Division of Vocational Rehabilitation.

To maximize our effectiveness, we may seek to collaborate with other non-profit organizations which qualify as non-profit corporations under section 501(c) (3).

### **ARTICLE IV**

#### NON-PROFIT NATURE / BENEFITS

16 APR 15 AM 11:50  
FLORIDA  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

#### **4.01 Non-profit Nature**

Next Steps Employment Services Corp. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its charitable, religious, educational or scientific purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to, any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of Next Steps Employment Services Corp. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of Next Steps Employment Services Corp., any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute), which organization or organizations shall have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Next Steps Employment Services Corp. hereunder shall be selected by the discretion of a majority of the managing body of the Next Steps Employment Services Corp. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Next Steps Employment Services Corp. by one or more of its managing body, which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida, or its equivalent, to be added to the general fund.

#### **4.03 Prohibited Distributions**

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

#### 4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### 4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### ARTICLE V

#### BOARD OF DIRECTORS

##### 5.01 Governance

Next Steps Employment Services Corp. shall be governed by its board of directors.

##### 5.02 Initial Directors

The initial directors of the corporation shall be:

Tallulah Held, President

Miguel Barada, Secretary/Treasurer

Otilia Silva, Board Member

##### 5.03. Selection of Board Members

**Initial board members were selected by the incorporator.**

Next Steps Employment Services Corp. directors may be elected at any board meeting by the majority vote of the existing Board of Directors.

## **ARTICLE VI**

### **MEMBERSHIP**

#### **6.01 Membership**

Next Steps Employment Services Corp. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

## **ARTICLE VII**

### **AMENDMENTS**

#### **7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

## **ARTICLE VIII**

### **ADDRESSES OF THE CORPORATION**

#### **8.01 Corporate Address**

The physical address of the corporation is 9306 Crescent Loop Circle, #201, Tampa, FL 33619

The mailing address of the corporation is 9306 Crescent Loop Circle, #201, Tampa, FL 33619

## **ARTICLE IX**

### **APPOINTMENT OF REGISTERED AGENT**

#### **9.01 Registered Agent**

The registered agent of the corporation shall be:

Registered Agents, Inc.  
3030 Rocky Point Dr, STE 150A  
Tampa, FL 33607

## **ARTICLE X**

### **INCORPORATOR**

The incorporator of the corporation is:

Tallulah Held  
9306 Crescent Loop Circle, #201  
Tampa, FL 33619

*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*

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 18 U.S.C. 1511, U.S.A.

**Required Signature of Incorporator**