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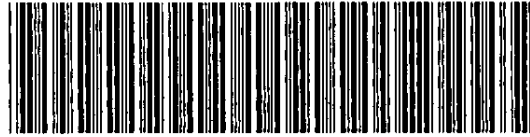
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TALLAHASSEE FLORIDA

11/11

## COVER LETTER

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

**SUBJECT:** PS27 Empowerment, 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:** Jim Stallings  
\_\_\_\_\_  
Name (Printed or typed)

7835 Bayberry Road  
\_\_\_\_\_  
Address

Jacksonville, FL 32256  
\_\_\_\_\_  
City, State & Zip

(904) 252-9471  
\_\_\_\_\_  
Daytime Telephone number

jbs@ps27ventures.com

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

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

**PS27 Empowerment, Inc.**

**Articles of Incorporation**

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TALLAHASSEE FLORIDA

**Article I**

**Name**

**1.01 Name**

The name of this corporation is PS27 Empowerment, Inc. (the "Corporation")

**Article II**

**Duration**

**2.01 Duration**

The period of duration of the Corporation perpetual.

**Article III**

**Purpose**

**3.01 Purpose**

The Corporation is a not-for-profit Corporation and operates exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section(s) of any future Federal tax code.

The Corporation's purpose is to provide financial and educational resources to early stage companies and startups to help them achieve sustainable growth. The Corporation will deliver training and experiences through classroom, site visits, extensive mentoring and distance learning. The Corporation will provide the attendees with professional resources to conduct market analyses, competitive research and industry expertise. The Corporation will provide an environment that is conducive for learning and collaboration using advanced techniques and equipment. The Corporation will form strategic partnerships with local and national organizations and the government to create jobs and improve the community.

To maximize the Corporation's impact on current efforts, the Corporation may seek to collaborate with other not-for-profit organizations that fall under the 501(c)(3) section of Internal Revenue Code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the Board of Directors, the Corporation may provide internships or volunteer opportunities, which will provide opportunities for involvement in said activities and programs, in order to have a greater impact for change.

## **Article IV** **Non-Profit Nature**

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

The Corporation is organized exclusively for charitable and educational 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 sections of any future federal tax code. No part of the net earnings of the Corporation shall inure the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof.

Notwithstanding any other provisions of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section(s) of any future federal tax code.

The Corporation is not organized and must not be operated for the private gain of any person. The property of the Corporation is irrevocably dedicated to its educational and charitable 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, director, or incorporator of this Corporation will be personally liable for the debt obligations of the Corporation of any nature whatsoever, nor will any of the property or assets of the officers, directors, or incorporator be subject to the payment of the debt obligations of this Corporation.

### **4.03 Dissolution**

Upon termination or dissolution of the Corporation, any assets willfully available for distribution may 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 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 the Corporation hereunder shall be selected by a majority of the directors of the Corporation, and if the directors cannot so agree, then the recipient organization may be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Corporation by one or more of its managing body, which verified petition will contain such statements that reasonably indicate the applicability of this section.

Upon finding this section is applicable, the court may select the qualifying organization or organizations to receive the assets to be distributed, given preference if practicable to organizations located within state of Florida.

In the event that the court finds 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 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 may 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 (I) 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 (II) 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**

The Corporation shall be governed by its board of directors. Directors are elected in accordance with the Corporation's bylaws.

### **5.02 Initial Directors**

The initial directors of the Corporation shall be

Jim Stallings

Dennis Oistacher

Steve Sahd

### **Article VI** **Membership**

#### **6.01 Membership**

The Corporation 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 address of the Corporation is:

7835 Bayberry Road  
Jacksonville, FL 32256

**Article IX**  
**Appointment of Registered Agent**

**9.01 Registered Agent**

The registered agent of the Corporation shall be:

**Jim Stallings**  
7835 Bayberry Road  
Jacksonville, FL 32256

**Article X**  
**Incorporator**

**10.01** The incorporator of the Corporation is:

Jim Stallings

**CERTIFICATE OF INCORPORATION**

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 § 817.155, Florida Statutes.

**Jim Stallings**  
7835 Bayberry Road  
Jacksonville, FL 32256

  
Jim Stallings

**Acknowledgment of Consent to Appointment as Registered Agent**

I, Jim Stallings, agree to be the registered agent for the PS27 Empowerment, Inc. as appointed herein. I am familiar with, and accept the obligations of the position of registered agent.

Registered Agent

  
Jim Stallings

Date:

5-5-16

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