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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: N.E.M.I CARES. INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

\$87.50 for

Filing Fee, Certified Copy, & Certificate ADDITIONAL COPY REQUIRED

**FROM: NICHOLAS A. BEAN
PO BOX 440374
JACKSONVILLE, FL 32222
NBEAN07@BELLSOUTH.NET**

NOTE: THE ORIGINAL AND ONE (1) COPY OF THE ARTICLES HAVE BEEN PROVIDED

ARTICLES OF INCORPORATION**OF****A Florida "Not for Profit" Corporation**

FILED
16 NOV 15 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the laws of State of Florida, the undersigned do hereby voluntarily associate for the purpose of forming a corporation not-for-profit for the purposes and with powers set forth herein.

ARTICLE I – NAME AND PRINCIPAL OFFICE

The name of the corporation is N.E.M.I Cares of Florida Inc. The principal office shall be located at 3318 Soutel Drive, Jacksonville, Florida 32208, however the corporation may maintain and transact business in such places, within or outside the State of Florida, as may time to time be designated by the Board of Directors. The principal office shall also be the mailing and registered office address.

ARTICLE II – TERM OF EXISTENCE

The period of duration is perpetual. The corporation is organized pursuant the Not for Profit Corporation laws of the State of Florida. The date to which the corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of the State of Florida.

ARTICLE III – PURPOSE AND POWERS

The purpose of this corporation shall be exclusively charitable, religious, educational or scientific under Section 501(c)(3) of the Internal Revenue Code, including for such purposes as making 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.

The organization will improve the quality of life for residents in Duval County, and the State of Florida by undertaking the following activities:

- A. Developing and providing outreach services for youth and their parents in underserved communities.
- B. Partnering with established agencies and organizations in order to provide opportunities for positive development of at risk youth and their parents.
- C. Helping at risk youth and their parents from underprivileged communities to graduate high school and attend colleges or develop constructive trades.

For such purposes, the Corporation shall have and execute the following authorities and powers:

1. To have and execute any and all powers, rights and privileges which a corporation organized under the law of the State of Florida may now or hereafter exercise.
2. To do all things necessary or desirable to accomplish the purposes of the Corporation as the Directors of the Corporation may from time to time deem appropriate which are consistent with the powers conferred upon a not-for-profit corporation under the laws of the State of Florida and the Internal Revenue Code.
3. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or any interest therein or wherever situated.

ARTICLE IV – POWERS – NO DISTRIBUTION OF GAIN

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except 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. The Corporation is organized exclusively for charitable and educational purposes. The corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the organization 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. Nor shall the corporation carry on any other activities not permitted to be carried on by an organization exempt from Federal and State Tax under section 501(c) (3) of the Internal Revenue Code or the corresponding provision of any future federal tax code or 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 – REGISTERED AGENT

The name and address of the initial registered agent and office of the Corporation is:

Nicholas A. Bean, 3318 Soutel Dr., Jacksonville, FL 32208.

ARTICLE VI – BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors. The number of Directors of the Corporation shall not be less than three (3); provided however that the Board of Directors may, from time to time, increase or decrease the number of Directors, so long as the number of Directors does not exceed (7). The method of election of the Board of Directors shall be provided in the Bylaws. The names and addresses of the initial Board of Directors are as follows:

1. Nicholas Bean
3318 Soutel Dr
Jacksonville, Florida 32208
2. Delvron Searcy-Baker
517 Chancellor Dr W
Jacksonville, FL 32225
3. Desmond Preston
3318 Soutel Dr
Jacksonville, FL 32208
4. Purnell Moore
6451 Velvet Springs Ct
Jacksonville, FL 32244

ARTICLE VII – OFFICERS

Subject to the direction of the Board of Directors, the officers shall administer the affairs of this corporation as designated in the Bylaws. The names and addresses of the officers who shall serve until the first annual meeting of the Board of Directors are:

President – Nicholas Bean

Vice President – Desmond Preston

Secretary – Delvron Searcy-Baker

Treasurer – Desmond Preston

Such other officers may be authorized and elected pursuant to the Corporation Bylaws.

ARTICLE VIII – BYLAWS

The Bylaws of the Corporation shall be adopted by the first Board of Directors, by which Bylaws may be altered, amended, modified, or appealed in the manner set forth in the Bylaws.

ARTICLE IX – AMENDMENTS

The Corporation has the right to amend or appeal any of its provisions contained in these Articles of Incorporation or any other amendments hereto. Notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each director in the same manner as notice of meetings. Such amendment shall require the assent of a two-thirds (2/3) majority vote of the directors present.

ARTICLE X – DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the Directors. Upon dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or any corresponding section of any future tax code or shall be distributed for a public purpose to the federal government, a state or local government, or to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code, to be used exclusively for charitable and educational purposes. The Circuit Court of the county in which the principle office of the organization is located, shall dispose of any assets not disposed of, exclusively for such purposes or to such organization(s) as said court shall determine is organized and operated exclusively for such purposes, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE XII – INCORPORATOR

The name and address of the incorporator is;

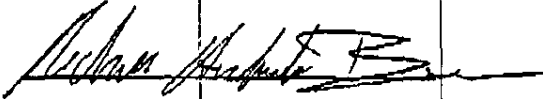
Nicholas Bean

3318 Soutel Dr

Jacksonville, FL 32208

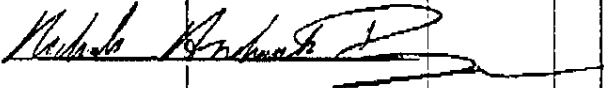
These Articles of Incorporation are hereby executed by the incorporator on this 5th day of January, 2017.

I Nicholas A. Bean am hereby familiar with and accept the duties and responsibilities as registered agent for N.E.M.I CARES, INC., located at 3318 Soutel Drive, Jacksonville, FL 32208.



Nicholas Andrade Bean

I Nicholas A. Bean am hereby familiar with and accept the duties and responsibilities as incorporator for N.E.M.I CARES, INC., located at 3318 Soutel Drive, Jacksonville, FL 32208.



Nicholas Andrade Bean