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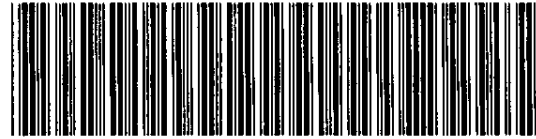
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FILED
17 APR -3 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 06 2017

K. Brumbley

Kala Jones
1411 NW 71 St. Apt. 206
Miami, FL 33147
Phone: 786-942-4491
Email: kalajones72@yahoo.com

November 7, 2016

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

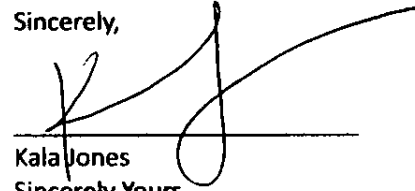
Re: creation of Project Second Chance, Inc.

Dear Sir/Madam,

Enclosed are the Article of Incorporation for Project Second Chance, Inc. I am the incorporator. Please accept this document as a filing required for the creation of a Florida not for profit corporation pursuant to Chapter 617.0203, Florida Statutes. Also enclosed is a check in the amount of \$70.00 for the purpose of paying the required fee.

Contact me if you need additional information or assistance.

Sincerely,



Kala Jones
Sincerely Yours

**ARTICLES OF INCORPORATION
OF**

Project Second Chance, Inc.

A Florida "Not for Profit" Corporation

FILED
17 APR -3 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

- A. NAME OF CORPORATION:** The name of the corporation is Project Second Chance, Inc.
- B. PRINCIPAL OFFICE:** The principal office of the corporation is located at 1411 NW 71 St. Apt. 206, Miami, FL 33147.
- C. MAILING ADDRESS:** The mailing address of the corporation is 1411 NW 71 St. Apt. 206, Miami, FL 33147.
- D. REGISTERED AGENT:** The name of the registered agent of the corporation is Kala Jones. The address of this registered agent is 1411 NW 71 St. Apt. 206, Miami, FL 33147.
- E. DURATION/MEMBERSHIP:** The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.
- F. BOARD OF DIRECTORS:** The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.
- G. INCORPORATOR:** The name and address of the incorporator is: Kala Jones, 1411 NW 71 St. Apt. 206, Miami, FL 33147.
- H. CORPORATE PURPOSES:** The purposes for which this corporation is formed are exclusively charitable and educational and consist of the following:
1. The exclusive purpose of this Corporation is to engage in charitable and educational activities,
 2. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly.
 3. All of the foregoing purposes shall be exercised exclusively educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501(a) of Internal Revenue Code of 1986 because it is an organizations described in section 501(c)(3) of that Code

I. 501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal taxation under section 501(a) of IRS Code as an organization described in section 501(c)(3) of that Code
2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.
3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the its directors or officers, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to educational and charitable purposes no part of which shall inure to the benefit of any individual.
4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(a) of the IRS Code as an organization described in section 501(c)(3) of that Code. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

J. INDEMNIFICATION - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this First day of March, 2017.

Kala Jones

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Project Second Chance, Inc. a Florida not for profit corporation.


Kala Jones

Date: March 1st 2017

Project Second Chance, Inc.

**ACTION BY CONSENT
OF INCORPORATOR**

Kala Jones is the sole Incorporator of Project Second Chance (the "Corporation"). Attached are a copy of the Articles of Incorporation recently filed with the Florida Department of State.

§617.0205, Florida Statutes provides that in cases where there are no initial directors named in the Articles of Incorporation, the incorporators shall hold an organizational meeting for the purpose of electing directors and completing the organization of the Corporation. The above cited statute also provides that the incorporators can take such action without meeting if the actions are evidenced by a written consents signed by each incorporator. With the signature below of its agent, the sole incorporator of this Corporation hereby consents to the following actions:

**Appointment of Board
of Directors**

The incorporator hereby appoints the members of the initial board of directors to serve until their successors are chosen pursuant to the bylaws. The persons chosen as the initial board of directors are as follows:

Kala Jones
Joanna Grover-Watson
Carlos Gonzalez

CONSENT OF INCORPORATOR

With his or her signature below, the Incorporator hereby consents to the above cited action by the Corporation.

SIGNATURE OF INCORPORATOR:


Kala Jones

Date: 03/01/17