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## FLORIDA PROFIT/NON PROFIT CORPORATION

Guidance Matters, Inc.

Certificate of Status	1
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**ARTICLES OF INCORPORATION  
OF  
GUIDANCE MATTERS, INC.**

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

**ARTICLE I**

**Name, Principal Place of Business, and Mailing Address**

The name of the Corporation is: Guidance Matters, Inc. The principal place of business and mailing address are: 1825 Main Street, Weston, FL 33326.

**ARTICLE II**

**Term of Existence**

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

**ARTICLE III**

**Purpose**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code"), including, but not limited to:

- (a) providing college planning guidance to high school students, aimed at making sure that children, particularly those who currently lack access, will have an affordable pathway to post-secondary and life-long success;
- (b) partnering with schools, non-profit organizations, and governmental organizations to provide training and educational opportunities to guidance counselors, educators, and students to help train and prepare high school students for college placement and post-graduation career opportunities; and
- (b) educating the public on the need to expand access for college planning and career guidance to underserved communities so that all children, no matter their socioeconomic background or resources, are afforded the opportunity to realize their full academic potential.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

**ARTICLE IV****Members**

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

**ARTICLE V****Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 1825 Main Street, Weston, FL 33326, and the name of its initial registered agent at such address is Jim Patzan

**ARTICLE VI****Directors**

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three (3) directors. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Anita Rubinstein	5660 Collins Avenue Miami Beach, FL 33326
Charla Levine	16880 Silver Oak Circle Delray Beach, FL 33445
Pandit Wright	3900 49th St. NW Washington, DC 20016

**ARTICLE VII****Incorporator**

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Jordan D. August	4221 W. Boy Scout Blvd Suite 1000 Tampa, FL 33607

**ARTICLE VIII**  
**Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

**ARTICLE IX**  
**Amendment**

These articles of incorporation may be amended in the manner provided by law.

**ARTICLE X**  
**Dissolution**


Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code, or to the federal, state, or local government for exclusive public purpose.

**ARTICLE XI**  
**Limitations**

**Section 1. Legislative and Political Activity.** No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

**Section 2. Property.** The property, assets, profits, and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

The undersigned incorporator has executed these articles of incorporation this 20<sup>th</sup> day of February 2018.

  
Jordan D. August, Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the duties and obligations of its position as registered agent.

Dated this 14 day of February 2018.

Registered Agent

Jill Ratzan  
Jill Ratzan

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JILL RATZAN