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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. SCOTT



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 18, 2018

AMBER WILSON
3004 SAINT JOHN DRIVE
CLEARWATER, FL 33759

SUBJECT: ALL ABOUT P'S & Q'S INC.
Ref. Number: W18000056340

The fee to file is \$70.,

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tyrone Scott
Regulatory Specialist II
New Filings Section

Letter Number: 918A00012618

COVER LETTER

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

SUBJECT: All About P's & Q's_

(PROPOSED CORPORATE NAME - ~~MUST BE INCLUDED~~)

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
Copy Status
Certificate

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified
&

ADDITIONAL COPY REQUIRED

FROM: Amber Wilson
Name (Printed or typed)

3008 Saint John Drive
Address

Clearwater, FL 33759
City, State & Zip

901-550-1054
Daytime Telephone number

Amberwilson32@gmail.com
E-mail address: (to be used for future annual report notification)

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

All About P's & Q's, Inc.

ARTICLES OF INCORPORATION

The undersigned incorporator, a natural person 18 years of age or older, in order to form a Non-profit corporation under chapter 617 of the Florida Statutes, adopts the following articles of incorporation.

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be All About P's & Q's, Inc.. The business of the corporation may be conducted as All About P's & Q's, Inc.

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

3.01 Purpose

All About P's & Q's, Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. All About P's & Q's, Inc.'s purpose is to

Provide educational resources to at-risk youth and to help aid minorities in their future career advancements.

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TALLAHASSEE, FLORIDA

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ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

All About P's & Q's, Inc. 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 corresponding section of any future federal tax code. No part of the net earnings of All About P's & Q's, Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 the purpose clause hereof.

Notwithstanding any other provision 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 corresponding section of any future federal tax code.

All About P's & Q's, Inc. 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 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 or director of this corporation shall be personally liable for the debts or obligations of All About P's & Q's, Inc. 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.

The corporation shall indemnify any director, officer, or former director or officer of the corporation or any person who may have served at its request against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been an officer or director of the corporation, except in relation to matters as to which he or she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duty to the corporation.

4.03 Dissolution

Upon termination or dissolution of the All About P's & Q's, Inc., any assets lawfully available for distribution shall be distributed to one (1) 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 All About P's & Q's, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the All About P's & Q's, Inc. 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 All About P's & Q's, Inc. by one (1) 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 that 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 to be added to the general fund.

4.04 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.

4.05 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.

4.06 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

Subject to the limitations contained in these Articles of Incorporation, and to the provisions of law requiring corporate action to be exercised, authorized, or approved by the members of the corporation, all the lawful powers of the corporation shall be vested in and exercised by or under the authority of the board of directors, and the business and affairs of the corporation shall be conducted and controlled by such board

5.02 Initial Directors

The initial directors of the corporation shall be 4(four)

Amber Wilson - P.O. Box (46861 Tampa, FL 33646)

Jade Wilson, - P.O. Box (46861 Tampa, FL 33646)

Tonya Clinkscale, - P.O. Box (46861 Tampa, FL 33646)

Orid Clinkscale - P.O. Box (46861 Tampa, FL 33646)

ARTICLE VI

MEMBERSHIP

6.01 Membership

All About P's & Q's, Inc. shall have no members.

ARTICLE VII

MANNER OF ELECTION

7.01 Manner of Election

The business and affairs of the Corporation shall be managed and directed by a Board of Directors, which shall be comprised of not fewer than three (3) nor more than (21) Directors. The duties of the Directors and the manner in which the Directors shall be elected shall be set forth in the bylaws.

ARTICLE VIII

AMENDMENTS

8.01 Amendments

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

ARTICLE IX

ADDRESSES OF THE CORPORATION

9.01 Corporate Address

The physical address of the corporation is:

3008 Saint John Drive Clearwater, FL 33759

The mailing address of the corporation is:

P.O. Box (46861 Tampa, FL 33646)


ARTICLE X

THE REGISTERED AGENT

The registered agent of the corporation is **Amber Wilson** and the registered street address is **3008 Saint John Drive Clearwater, Fl 33759**

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligation of my position as registered agent.

Dated 6/11/2018

Registered Agent 

ARTICLE XI

THE INCORPORATOR

The incorporator of this corporation is **Amber Wilson** and the incorporator street address is **3008 Saint John Drive Clearwater, Fl 33759**

Dated 6/11/2018

Incorporator 