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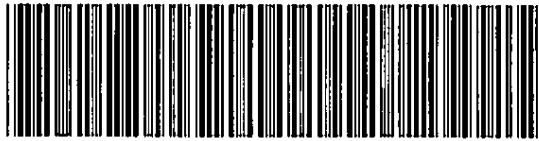
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 29, 2018

NATHALIA BRIDGETTE THEOGENE
921 N 19TH AVE
HOLLYWOOD, FL 33020

SUBJECT: QUEENS TROOP, INC.
Ref. Number: W18000078113

We have received your document for QUEENS TROOP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Not for profit corporation can not be a public benefit corporation.,

You must list at least one incorporator with a complete business street address.

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: 618A00017950

ARTICLES OF INCORPORATION

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be **Queens Troop, Incorporated**. The business of the corporation may be conducted as **Queens Troop, Incorporated**.

ARTICLE II

Principal Office

2.01 Principal Office

921 N 19th Ave, Hollywood, FL 33020

2.02 Duration

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

3.01 Purpose

Queens Troop, 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.

Queens Troop, Inc. provides empowerment programs to young women of color ages 14 to 21 to eliminate barriers faced in their transition to adulthood through education, mentorship, and positive identity development. We seek to promote resiliency through healthy relationships amongst young women of color, educate them on prominent issues affecting their health and well-being, provide them with the skills, knowledge, and abilities for successful transition into adulthood and exposure to help them create a vision for themselves outside of poverty.

Queens Troop, Inc. programs include mentoring that pairs current participants, known as Troopers, with college and working professional women to help them navigate through adolescence as they prepare to enter adulthood. Troopers will benefit from the guidance of their mentors and mentors have the opportunity to share their experiences and serve as positive

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models and a support system. Through our internship program, Troopers will receive on the job training and hands on experience needed to develop “soft” skills and gain the exposure needed to enter the workforce. **Queens Troop, Inc.** will also initiate and maintain ongoing contacts with a variety of business and industry representatives and job placement/training agencies to promote the program for participant placement.

Troopers will participate and have access to health and wellness workshops to sharpen their awareness and be educated on prominent health issues concerning young women and women of color such as chronic diseases including diabetes, breast cancer, heart disease, obesity, STIs, and HIV/AIDS. Troopers will participate in local health forums, community walks, and charity events to bring awareness and educate their communities on health disparities faced by young women and women of color.

Through our cultural excursion program, Troopers will participate in educational field trips to local businesses, museums, civic events, colleges, theaters, and more to help them explore outside of their neighborhoods. Our goal is to provide young women of color with exposure to help them create a vision for themselves outside of poverty.

Queens Troop Inc., through its support groups, creates a safe space amongst young women of color to bond, develop their voice, and critical thinking skills to address social-emotional and interpersonal challenges they experience. Troopers will develop the skills to successfully negotiate through a critical period of transition and adapt coping mechanisms to deal with damaging ideas about their identity and develop an increased self-worth.

We utilize seminars, social media channels, and the corporation’s website to provide facts, statistics, and other related data on causes, current efforts and solutions to eradicating lack of knowledge to information that is appropriate to successfully transition into adulthood.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c)(3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, 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

No officer or director of this corporation shall be personally liable for the debts or obligations of **Queens Troop, 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.

4.02 Non-profit Nature

Queens Troop, 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 **Queens Troop, 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.

Queens Troop, 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.

4.03 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of **Queens Troop, 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.

4.03 Dissolution

Upon termination or dissolution of **Queens Troop, 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 (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 **Queens Troop, Inc.** hereunder shall be selected by the discretion of a majority of the managing body of **Queens Troop, 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 **Queens Troop, 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.

4.03 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 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.

4.05 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

Queens Troop, Inc. shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be:

Nathalia Bridgette Theogene, President & Chief Executive Officer, 921 N 19th Ave, Apt 4, Hollywood, FL 33020

Oyinlola Ashley Oyegunle, Treasurer, 6471 Allen Street, Hollywood, FL 33024

Brandon Moton, Secretary, 2915 Sharer Road, Apt 1231, Tallahassee, FL 32312

5.03 Manner of Election

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and an affiliate within affiliate classifications created by the board of directors. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year

ARTICLE VI

MEMBERSHIP

6.01 No Membership Classes

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

6.02 Non-Voting Affiliates

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

6.03 Dues

Any dues for affiliates shall be determined by the board of directors

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 physical address of the corporation is:

921 N 19th Ave, Hollywood, FL 33020

The mailing address of the corporation is:

P.O Box 222893, Hollywood, FL 33022

ARTICLE IX

Appointment of registered agent

9.01 Registered Agent

The registered agent of the corporation shall be:

Nathalia Bridgette Theogene

921 N 19th Ave, Apt 4, Hollywood, FL 33020

ARTICLE X

INCORPORATOR

The incorporators of the corporation are as follow:

Nathalia Bridgette Theogene, 921 N 19th Ave, Apt 4, Hollywood, FL 33020

Oyinlola Ashley Oyegunle, 6471 Allen Street, Hollywood, FL 33024

Brandon Moton, 2915 Sharer Road, Apt 1231, Tallahassee, FL 32312

Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of **Queens Troop, Inc.** were approved by the board of directors on **August 25th, 2018** and constitute a complete copy of Articles of Incorporation of **Queens Troop, Inc.**

Names, addresses and signatures of all directors and incorporators.

Acknowledgment of consent to appointment as registered agent

I, **Nathalia B. Theogene**, agree to be the registered agent for **Queens Troop, Inc.** as appointed herein.

Registered Agent Nathalia B. Theogene
Date: 8/25/18

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Nathalia B. Theogene
Required Signature of Registered Agent

8/25/18

Date

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 s.817.155, F.S.

Nathalia B. Theogene
Required Signature of Incorporator

8/25/18

Date