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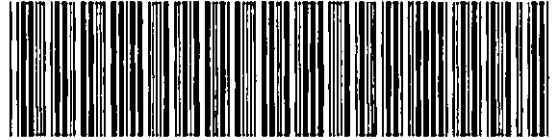
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## COVER LETTER

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

**SUBJECT:** No Excuses Mentoring Program, Inc.

**(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)**

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  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Orlando Norwood  
\_\_\_\_\_  
Name (Printed or typed)

3615 Conroy Road Suite 629  
\_\_\_\_\_  
Address

Orlando FL 32839  
\_\_\_\_\_  
City, State & Zip

(321) 287-7685  
\_\_\_\_\_  
Daytime Telephone number

dj@udpsi.com  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

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

Articles of Incorporation  
for  
No Excuses Mentoring Program, Inc.  
  
a Florida Not-For-Profit Organization

Orlando Norwood  
*Founder*

March 22, 2019

Table of Contents

Article I: Name .....3

Article II: Principle Office.....3

Article III: Purpose .....3

Article IV: Duration.....4

Article V: Bylaws .....4

Article VI: Powers .....4

Article VII: Prohibited Activities .....5

Article VIII: Manner of Election and Initial Board of Directors.....5

Article IX: Manner of Election and Initial Officers .....6

Article X: Indemnification.....7

Article XI: Dedication and Distribution of Assets .....7

Article XII: Amendment to Articles of Incorporation.....8

Article XIII: Dissolution.....8

Article XIV: Initial Members .....9

Article XV: Registered Agent .....9

Effective Date .....9

Registered Agent .....9

Incorporator .....10

Verification .....10

## Articles of Incorporation

for

No Excuses Mentoring Program, Inc.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned Incorporator has executed, adopted, and caused to be delivered for filing the Articles of Incorporation for the purposes of forming a not-for-profit corporation and does hereby certify:

**Article I: Name**

The name of the corporation shall be **No Excuses Mentoring Program, Inc.**

**Article II: Principle Office**

The principle place of business and mailing addresses are:

- Physical: **3615 Conroy Road Suite 629 Orlando FL 32839**
- Mailing: **3615 Conroy Road Suite 629 Orlando FL 32839**

**Article III: Purpose**

The purpose for which the corporation is organized is to be operated exclusively for charitable, educational, and or scientific purposes and to engage in such other pursuits as to qualify it as an exempt organization under Section 501(C)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law. More specifically, this corporation shall:

- A. operate exclusively as a not-for-profit, charitable organization primarily engaged in activities that ensure students graduate high school career and or college (postsecondary) ready.
- B. engage students in experiences that provide individualized academic journeys and pathways of study through mentorship.

**Article IV: Duration**

The duration of this corporation shall be perpetual unless terminated sooner in accordance with the laws of the State of **Florida**.

**Article V: Bylaws**

The directors of this corporation shall provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such directors may deem necessary from time-to-time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by a majority vote of the directors present at any regular or special meeting called for such purpose subject to any limitation set forth in Chapter 617 of the Florida Statutes or any other applicable state or federal law concerning corporate action that must be authorized or approved by directors of the corporation.

**Article VI: Powers**

This corporation is empowered to:

- A. exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations including, but without limitation thereon, to receive gifts, devises, bequests, and contributions in any form and to use, apply, invest, and reinvest the principal and income there-from and distribute the same for the aforementioned purposes;
- B. to acquire by gift or purchase, hold, sell, convey, assign, mortgage or lease any property, real or personal, necessary, or incident to the purposes of this corporation;
- C. to borrow money and issue evidence of indebtedness in furtherance of any or all of its purposes and to secure loans by mortgage, deed of trust, pledge, or other lien;

- D. to apply for, obtain, and contract with any federal, state, or local agency for a direct loan or loans or other financial aid;
- E. to engage in any kind of activity, and to enter into, perform, and carry out contracts of any kind necessary, in connection with, or incidental to the accomplishment of any one or more of the not-for-profit purposes of this corporation.

#### **Article VII: Prohibited Activities**

Notwithstanding any other provision of these Articles of Incorporation, this corporation will not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law, or a corporation to which contributions are deductible under Section 170(C)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law.

#### **Article VIII: Manner of Election and Initial Board of Directors**

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted and managed by the final decision-making body known as the *Board of Directors*. The directors shall be elected or appointed in such manner as provided by the Articles of Incorporation until such time that the Bylaws shall be completed and adopted. The number of directors may be increased or decreased from time-to-time in the manner provided in the Bylaws but shall never be less than three. All terms of directors shall be for three years. Any director shall be removed from office with or without cause by the vote or agreement in writing by a majority of all the directors as more specifically set forth in the Bylaws.

The founding director ("Founder") shall remain as a life director (until death) with all veto power, for such votes, amendments, and activities that directly violate the stated purpose, prohibited activities, and powers of this corporation. The corporation will always maintain a chairman and a secretary.

A. The following directors shall serve until their successors are elected and qualified:

<b>Name:</b>	<b>Title:</b>	<b>Address:</b>
Orlando Norwood	<i>Chairman Founder</i>	3615 Conroy Road Suite 629 Orlando FL 32839
King Duncan	<i>Vice-Chairman</i>	3615 Conroy Road Suite 629 Orlando FL 32839
Edward Topps, III	<i>Secretary</i>	3615 Conroy Road Suite 629 Orlando FL 32839
King Duncan	<i>Treasurer</i>	3615 Conroy Road Suite 629 Orlando FL 32839

#### **Article IX: Manner of Election and Initial Officers**

The officers of the corporation shall be elected or appointed in accordance with the Articles of Incorporation, until such time that the Bylaws shall be completed and adopted and shall carry forth such duties as set forth in such Bylaws. The corporation will always maintain a chief executive officer also known as the president, or executive director and a chief of staff also known as the chief human resources officer or manager. Officers shall be appointed annually by the board of directors. All terms of office shall be for two years.

~ Or ~

Officers shall be elected annually by majority vote of the directors. Nominations for officers may be made from the floor by any director. When there is only one candidate for each office, the election is by acclamation. When more than one candidate for any office exists, the



election shall be by ballot and a majority of those voting shall elect. Vacancies in office may be filled at any regular meeting in the above manner or appointed by the board of directors.

The officers of this corporation shall carry out the day-to-day operations of the corporation and shall report to the board of directors monthly or as needed.

A. The following officers shall serve until their successors are duly elected and qualified:

Orlando Norwood	3615 Conroy Road Suite 629 Orlando FL 32839	<i>Chief Executive Officer Executive Director President</i>
Sylvester Edwards	3615 Conroy Road Suite 629 Orlando FL 32839	<i>Chief Operations Officer Vice President</i>
Idonica Brown	3615 Conroy Road Suite 629 Orlando FL 32839	<i>Chief of Staff Chief Human Resources Officer Manager</i>
Emory Norris	3615 Conroy Road Suite 629 Orlando FL 32839	<i>Chief Financial Officer Bookkeeper</i>

#### **Article X: Indemnification**

Every person who now is or hereafter shall be a director or officer of the corporation shall be indemnified by the corporation to the fullest extent now or hereafter permitted by law. Every person who now is or hereafter shall be a member of the corporation is not personally liable for any act, debt, liability, or obligation of the corporation. A member may become liable to the corporation for dues, assessments, or fees as provided by any applicable state and federal laws.

#### **Article XI: Dedication and Distribution of Assets**

No part of the net earnings of this corporation shall be distributed to, or inure to the benefit of, any member, director, or officer of this corporation, contributor or private individual. No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, may be

made by the corporation to its directors, or officers, or to any other corporation, firm, association or other entity in which one of more of its directors or officers is a director or officer or holds a substantial financial interest, except a loan by one corporation which is exempt from federal income taxation under Section 501(C)(3) of the Internal Revenue Code of 1986, as amended, to another corporation which is exempt from federal income taxation under Section 501(C)(3) of the Internal Revenue Code of 1986, as amended.

#### **Article XII: Amendment to Articles of Incorporation**

An amendment to these Articles of Incorporation may be proposed by any director of the corporation, but such amendment may be adopted after receiving an affirmative vote of the majority of the members entitled to vote on proposed amendments to the Articles of Incorporation. If no members are entitled to vote on such proposal, the amendment may be adopted at a meeting of the directors by a majority vote of the directors.

#### **Article XIII: Dissolution**

In the event of dissolution, winding up, or other liquidation of the assets of this corporation, its assets shall be distributed for one or more exempt purposes, within the meaning of section 501(C)(3) of the Internal Revenue Code or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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**Article XIV: Initial Members**

This organization shall not have members. This organization shall provide mentoring-oriented and educational services to students.

**Article XV: Registered Agent**

The name and Florida street address of the registered agent is

**Unique Designs Professional Services, Inc.**  
**918 Wooden Boulevard**  
**Orlando FL 32805**

**Article XVI: Incorporator**

The name and address of the Incorporator is

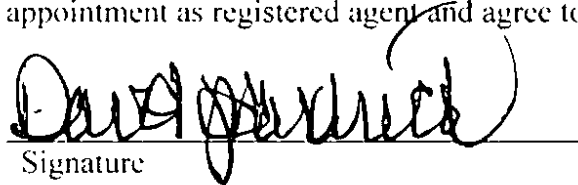
**Orlando Norwood**  
**3615 Conroy Road, Suite 629**  
**Orlando FL 32839**

**Effective Date**

The effective date of these Articles of Incorporation is **March 22, 2019**

**Registered Agent**

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.

  
Signature

**David Hardrick**  
**Unique Designs Professional Services, Inc.**  
*Registered Agent*  
918 Wooden Boulevard  
Orlando FL 32805  
E-mail: dj@udpsi.com

03/22/2019  
Date

**Incorporator**

In witness whereof, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, as the sole Incorporator of this corporation, has executed these Articles of Incorporation. 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.

Signature: Orlando Norwood**Orlando Norwood***Incorporator*

3615 Conroy Road Suite 629

Orlando FL 32839

03/22/2019

Date

**Verification**State of **Florida**County of **Orange**

I hereby certify that on this 22<sup>nd</sup> day of March, 2019, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **Orlando Norwood**,

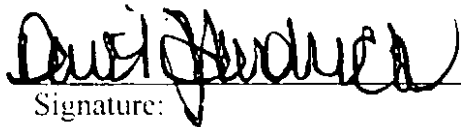
X to me well-known and known to me to be the individual described in

or

\_\_\_\_\_ who produced identification: \_\_\_\_\_

and who executed the forgoing instrument as Incorporator of **No Excuses Mentoring Program, Inc.** and acknowledged to and before me that **he** signed and executed such instrument for the uses and purposes therein stated.

I have hereunto set my hand and affixed my official seal, at Orlando, Florida, on the day and year last above written.

\_\_\_\_\_

Signature:

David Hardrick

Notary Public, State of Florida

Commission Stamp/Seal:



David J. Hardrick  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# FF985321  
Expires 5/29/2020

19 MAY 26 AM 10:31  
2019