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To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : LITTMAN, SHERLOCK & HEIMS, INC.
Account Number : I19980000097
Phone : (772)287-0200
Fax Number : (772)872-5152

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: LSHLaw@bellsouth.net

FLORIDA PROFIT/NON PROFIT CORPORATION
Mentoring America Corp.

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ARTICLES OF INCORPORATION

OF

MENTORING AMERICA CORP.

(a Florida non-profit Corporation)

ARTICLE ONE

Name

The name of the Corporation is MENTORING AMERICA CORP.

ARTICLE TWO

Duration

The term of existence of the Corporation is perpetual.

ARTICLE THREE

Purpose

The Corporation is organized in order to engage in any lawful purposes not for pecuniary profit, including but not limited to working to achieve equal post-secondary educational opportunities among impoverished students who come from backgrounds associated with oppression.

ARTICLE FOUR

Registered Agent Information

The street address of the initial registered office of this Corporation is 618 SE Ocean Blvd., Ste. 5, Stuart, FL 34994 and the name of the initial registered agent of this Corporation at that address is LITTMAN, SHERLOCK & HEIMS, PA.

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ARTICLE FIVE**Directors**

There shall be three (3) members of the initial Board of Directors of the Corporation. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than three (3) members and never more than five (5) members. The names and addresses of the persons who shall serve as Directors until the first election therefor are as follows:

Nathalie Rodriguez
5710 SW 62nd Street
Miami, FL 33143

Paul Ledon
857 Lawn Place
Woodmere, NY 11598

Lizabeth Rodriguez
407 SW Lost River Road
Stuart, FL 34997

ARTICLE SIX**Officers**

The affairs of the Corporation shall be managed by a President, a Vice President, a Secretary and a Treasurer. Such Officers shall be elected annually on 15 November or such other date each year as shall be established by the Board of Directors.

ARTICLE SEVEN**By-Laws**

The Bylaws of the Corporation may be made, altered, or rescinded by the Directors of the Corporation at a meeting of members called for that purpose.

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ARTICLE EIGHT

Amendments to Articles

These Articles of Incorporation may be amended by the Directors of the Corporation. Such amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

ARTICLE NINE

Incorporator

The name and residence address of the subscriber of these Articles of Incorporation are:

Nathalie Rodriguez
6710 SW 62nd Street
Miami, FL 33143

ARTICLE TEN

Tax Exemption

Said Corporation is organized exclusively for charitable, religious, educational, or scientific 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 of 1986, or the corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 Article Three hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on

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behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or (b) 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.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court 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.

IN WITNESS WHEREOF, I have subscribed my name this 30th day of June, 2020.

Nathalie K.
Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

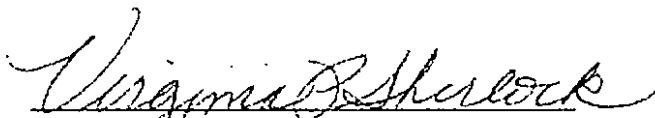
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Mentoring America Corp., desiring to organize under the laws of the State of Florida, with its principal office in the County of Martin, State of Florida, as set forth in the Articles of Incorporation, has named Littman, Sherlock & Heims, P.A., located at 618 SE Ocean Boulevard, Suite 5, Stuart, FL 34994 as its Registered Agent to accept service of process on the corporation's behalf within this State.

ACKNOWLEDGMENT

(Must Be Signed by Registered Agent)

Having been named to accept service of process for the above mentioned corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


LITTMAN, SHERLOCK & HEIMS, P. A.
By Virginia P. Sherlock
As Registered Agent