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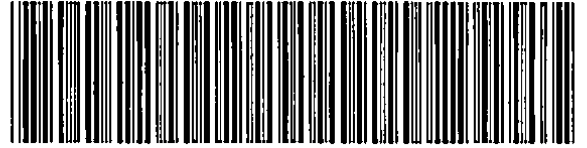
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THE LAW OFFICES OF LA'TRESE K. MCPHEE, P.A.

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Attorney and Counselor at Law

Ileana Noda, Esq.**
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*Admitted in Florida and the Southern District of Florida

**Admitted in Florida and in the Southern and Middle Districts of Florida

October 12, 2020

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

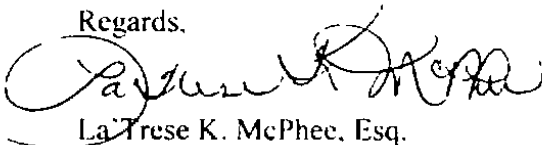
Re: National Society of Black Engineers South Florida Professionals, Inc.

Dear Sir/Madam:

Enclosed please find one (1) original and one (1) copy of the Articles of Incorporation for the above referenced entity in addition to a firm check in the amount of **\$87.50** for the costs of the **filing fee, certified copy, and Certificate of Status.**

Should you have any questions or concerns, do not hesitate to direct all inquiries the undersigned at the address and email noted herein.

Regards,



La'Trese K. McPhee, Esq.

For the Firm

LKM/lw

cc: Client File

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ARTICLES OF INCORPORATION

National Society of Black Engineers South Florida Professionals, Inc. A Florida Not for Profit Corporation

The undersigned hereby executes these Articles of Incorporation for National Society of Black Engineers South Florida Professionals, Inc., pursuant to the provisions of Chapter 617 of the Florida Statutes as set for the herein:

ARTICLE I - NAME

The name of the corporation shall be National Society of Black Engineers South Florida Professionals, Inc., hereinafter referred to as "NSBESFP".

The initial street address of the principal office of the Corporation is: 3350 S. W. 148th Avenue, Suite 110, Miramar, Florida 33027.

The mailing address of the Corporation is: P. O. Box 277564, Miramar, Florida 33027

ARTICLE II – PURPOSES

The Corporation is organized for the following purposes:

- 1.) NSBESFP is organized and operated exclusively as a non-stock charitable organization for charitable, educational, scientific, and literary purposes, the promotion, publicity, and the making of distributions to organizations that qualify as exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the "Code"), or the corresponding section of any future federal tax code..
- 2.) The mission of NSBESFP is to provide education, advocacy, and supportive services in South Florida to individuals and their families needing spiritual direction and guidance when faced with challenges in everyday situations.
- 3.) NSBESFP may have and exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes, any and all powers conferred upon not for profit corporations by the Florida Not for Profit Corporation Act.

ARTICLE III - MANAGEMENT

All power and authority of NSBESFP shall be vested in and exercised by its Board of Directors which shall manage and direct the affairs of NSBESFP in accordance with applicable laws and as provided by the Bylaws of NSBESFP. The number of Directors shall be as provided in the Bylaws for NSBESFP, but the Board of Directors shall at all times consist of three (3)

active members. The method of electing members of the Board of Directors shall be as provided in the Bylaws of NSBESFP. The voting and other rights of the members of the Board of Directors shall be as provided in the Bylaws of NSBESFP.

ARTICLE IV- INITIAL BOARD OF DIRECTORS/OFFICERS

The names and address of the initial Board of Directors/Officers are as follows:

<u>Name</u>	<u>Address</u>
Kyrah L. Williams (President/Director)	P. O. Box 277564, Miramar, Florida 33027
Johnson Durosier (Vice-President/Director)	P. O. Box 277564, Miramar, Florida 33027
Chadley Guerrier (Secretary/Director)	P. O. Box 277564, Miramar, Florida 33027
Danielle Levy (Treasurer/Director)	P. O. Box 277564, Miramar, Florida 33027

ARTICLE V – BYLAWS

NSBESFP Board of Directors shall adopt Bylaws for the regulation and management of its affairs. NSBESFP Bylaws may contain any provisions not inconsistent with the law or these Articles of Incorporation. NSBESFP Bylaws may be amended, altered, or repealed and new Bylaws may be adopted as provided in NSBESFP Bylaws.

ARTICLE VI – AMENDMENT

These Articles of Incorporation may be altered, amended, or repealed only by a majority vote of the Board of Directors of NSBESFP.

ARTICLE VII – DURATION

NSBESFP is to exist perpetually unless dissolved according to law.

ARTICLE VIII – LIMITATIONS

- 1.) No part of the net earnings, gains, or assets of NSBESFP shall inure to the benefit of or be distributable to any Director or officer of NSBESFP, or to any other private persons, or to any organizations organized and operated for profit, except that NSBESFP 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 II hereof.
- 2.) No substantial part of the activities of NSBESFP shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise

provided by the provisions of §501(h) of the Code, if §501(h) of the Code applies to NSBESFP and the appropriate election is made by NSBESFP. NSBESFP shall not participate in, or intervene in (including the publishing or distributing of statement) any political campaign on behalf of or in opposition to any candidate for public office.

- 3.) Notwithstanding any other provisions of these Articles, the NSBESFP shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, or by an organization's contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), and 2522(a)(2) of the Code.
- 4.) NSBESFP, if it is a "private foundation" as defined in §509(a) of the Code at any time, shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code §4942(a), and shall not:
 - a.) Engage in any act of "self-dealing" as defined in Code §4941(d), which would give rise to any liability for the tax imposed by Code §4941(a);
 - b.) Acquire or retain any "excess business" holdings" as defined in Code §4943(c), which would give rise to any liability for the tax imposed by Code §4943(a);
 - c.) Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code §4944, so as to give rise to any liability for the tax imposed by Code §4944(a); or
 - d.) Make any "taxable expenditures" as defined in Code §4945(d), which would give rise to any liability for the tax imposed by Code §4945(a).

The references in this Paragraph to designated sections of the Code shall be deemed to include any corresponding provisions of Federal Tax Laws at any and from time to time in force and effect during the continuance of NSBESFP.

ARTICLE IX – DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of NSBESFP, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. The Board of Directors or a Court of Competent Jurisdiction in Florida, shall use its best efforts to make such distributions to organizations which have purposes similar to NSBESFP.


ARTICLE X – INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent of NSBESFP is La'Trese K. McPhee, Esq., and the address of NSBESFP initial Registered Agent is 3350 S. W. 148th Avenue, Suite 110, Miramar, Florida 33027.

ARTICLE XI – INCORPORATOR

The name of the incorporator is Kyrah L. Williams, and the incorporator's address is P. O. Box 277564, Miramar, Florida 33027.

IN WITNESS WHEREOF, the undersigned, being the incorporator for the purpose of forming a Corporation pursuant to the Florida Not for Profit Corporation Act, Chapter 617 of the Florida Statutes, executes these Articles of Incorporation for **National Society of Black Engineers South Florida Professionals, Inc.** this 9 day of October, 2020.


Kyrah L. Williams, Incorporator

STATE OF FLORIDA)
COUNTY OF Broward)

PERSONALLY APPEARED, before me, a Notary Public authorized to take oaths and acknowledgments in the State and County set forth above, personally appeared Kyrrah L. Williams, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9 day of October, 2020.

(Seal)




Rashad A. Taylor
Commission # GG111291
Expires: June 4, 2021
Bonded thru Aaron Notary

Notary Public - State of Florida

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**Consent of Registered Agent
of
National Society of Black Engineers South Florida Professionals, Inc.**

The undersigned, La'Trese K. McPhee, Esq., having been named as registered agent to accept service of process for **National Society of Black Engineers South Florida Professionals, Inc.**, a Florida Not for Profit Corporation, at the place designated in the foregoing Articles of Incorporation, 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 the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.



La'Trese K. McPhee, Esq.
Registered Agent

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