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Florida Department of State  
Division of Corporations  
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To:

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

From:

Account Name : PROTEGE NONPROFIT SOLUTIONS, INC.  
Account Number : I20200000070  
Phone : (407)434-9769  
Fax Number : (407)796-9296

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

Email Address: Nyempu@PioneerNurseConsultant.com

FILED  
2022 JUN 16 AM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Nurses In Charge, Inc.**

Certificate of Status	1
Certified Copy	0
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Estimated Charge	\$78.75

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**PROTÉGÉ NONPROFIT SOLUTIONS, INC.**

127 West Fairbanks Avenue

#373

Winter Park, FL 32789

Hello@ProtegeNonprofitSolutions.com

P: (407) 434-9767

F: (407) 796-9296

**Protégé**  
NONPROFIT SOLUTIONS, INC.



TO: Florida Department of State  
Division of Corporations  
The Centre of Tallahassee  
2415 North Monroe Street  
Suite 810  
Tallahassee, FL 32303  
(850) 245-605

Wednesday, June 15, 2022  
2022 JUN 16 AM 12:43  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Dear Florida Department of State, Division of Corporations:

Enclosed are the Articles of Incorporation for the Not for Profit Organization Nurses In Charge, Inc. A total of \$78.75 is also enclosed for the Filing Fee and Certificate of Status. Should there be any issues with this filing, please do not hesitate to contact us.

*Sincerely,*

Clayton Louis Ferrara  
Protégé Nonprofit Solutions, Inc.

# ARTICLES OF INCORPORATION

## FOR

### NURSES IN CHARGE, INC.

### A FLORIDA NOT FOR PROFIT CORPORATION

*The undersigned, a majority of whom are citizens of the United States, desiring to form a Not for Profit Corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, do hereby certify and acknowledge the following:*

#### ARTICLE I.

##### NAME

The name of the Corporation shall be Nurses In Charge, Inc. (the "Corporation").

#### ARTICLE II.

##### PRINCIPLE OFFICE & MAILING ADDRESS

The place in this state where the principal office and mailing address of the Corporation is to be located is:

3505 Lake Lynda Drive  
Suite 200  
Orlando, Florida 32817

#### ARTICLE III.

##### PURPOSE

Nurses In Charge, Inc. is organized exclusively for charitable, religious, educational, and 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, or the corresponding section of any future federal tax code.

#### ARTICLE IV.

##### TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

#### ARTICLE V.

##### MANNER OF ELECTION

The Directors of the Corporation shall be elected in accordance with methods and qualifications specified in the Bylaws of the Corporation. In no event, shall the number of Directors be fewer than three.

*(Continued)*

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**ARTICLE VI.**  
**INITIAL OFFICERS AND/OR DIRECTORS**

The name, address, and title of the persons who are the initial Directors of the Corporation are as follows:

<b>Name</b>	<b>Title</b>	<b>Address</b>
Nyempu Karmue-Hall	Director	3505 Lake Lynda Drive Suite 200 Orlando, Florida 32817
Adolphus Hall	Director	3505 Lake Lynda Drive Suite 200 Orlando, Florida 32817
Frances Nimley	Director	3505 Lake Lynda Drive Suite 200 Orlando, Florida 32817
Kulubah Karmue-Gbaa	Director	3505 Lake Lynda Drive Suite 200 Orlando, Florida 32817
Neyor Karmue	Director	3505 Lake Lynda Drive Suite 200 Orlando, Florida 32817
Samantha Clark	Director	3505 Lake Lynda Drive Suite 200 Orlando, Florida 32817
Siahnei Gbatu	Director	3505 Lake Lynda Drive Suite 200 Orlando, Florida 32817
Wendy Karmue	Director	3505 Lake Lynda Drive Suite 200 Orlando, Florida 32817

**ARTICLE VII.**  
**INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

(Continued)

## **ARTICLE VIII.**

### **POWERS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Directors, 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 behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

## **ARTICLE IX.**

### **DISSOLUTION OF CORPORATION**

Upon the dissolution of the Corporation, 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 federal 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..

## **ARTICLE X.**

### **MEETINGS**

After incorporation, the appropriate Members of the Corporation shall hold an organizational meeting in accordance with § 617.0205 Fla. Stat., as amended.

The Board of Directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all Directors participating to simultaneously hear one another. A Director participating in such a meeting is deemed present at the meeting. In the alternative, the Board of Directors may take actions through signed e-mail communications provided all board members agree.

## **ARTICLE XI.**

### **MEMBERS**

The Corporation may have one or more classes of nonvoting Members as described in the Bylaws of the Corporation. The initial Members of the Corporation shall be the initial Board of Directors stated in these Articles of Incorporation. Additional persons may be approved for membership by the Board of Directors, in such manner as may be prescribed by the Bylaws of the Corporation. The Corporation expressly reserves the right to accept or reject any application for membership for any reason whatsoever, except for discrimination based on race, religion, sex, gender or absence of gender, or national origin. A membership interest in the Corporation is not transferable.

**ARTICLE XII.**  
**AMENDMENT TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of majority of the full Board of Directors of the Corporation at a meeting called for such purpose in accordance with the Bylaws. The Members may not amend the Articles of Incorporation of the Corporation.

**ARTICLE XIII.**  
**REGISTERED AGENT**

The name and address of the Registered Agent is:

Nyempu Karmue-Hall  
3505 Lake Lynda Drive  
Suite 200  
Orlando, Florida 32817

Nyempu M Karmue-Hall  
Nyempu M Karmue-Hall (Jun 15, 2022 10:16 GMT+3)

Nyempu Karmue-Hall, Registered Agent

Jun 15, 2022

Date

FILED  
2022 JUN 16 AM 12:44  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

*Having been appointed the Registered Agent of Nurses In Charge, Inc., and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment 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 I am familiar with and accept the obligations of my position as Registered Agent.*

**ARTICLE XIV.**  
**INCORPORATOR**

The name and address of the Incorporator is:

Nyempu Karmue-Hall  
3505 Lake Lynda Drive  
Suite 200  
Orlando, Florida 32817

Nyempu M Karmue-Hall  
Nyempu M Karmue-Hall (Jun 15, 2022 10:16 GMT+3)

Nyempu Karmue-Hall, Incorporator

Jun 15, 2022

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 § 817.155, F.S.*