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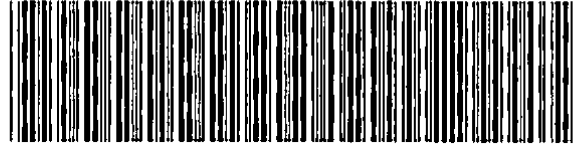
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FEB - 3 2023

K. Brumby

# ArentFox Schiff

**ArentFox Schiff LLP**

1717 K Street, NW  
Washington, DC 20006

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202.857.6000	<b>MAIN</b>
202.857.6395	<b>FAX</b>

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afslaw.com

January 11, 2023

**BY FEDEX**

Florida State Division of Corporations  
2661 W Executive Center Circle  
Tallahassee, FL 32301

**Carmen D. Zollman**  
Real Estate Sr. Paralegal Specialist  
202.350.3634 **DIRECT**  
carmen.zollman@afslaw.com

**Reference Number**  
906028.00000


Ladies and Gentlemen:

Enclosed are the Articles of Incorporation for New Tracks Mentoring, Inc. for filing in your offices, along with a check in the amount of \$87.50 to cover the cost of the filing fee, the registered agent fee, a certified copy and a certificate of status.

Also enclosed is a return FedEx label for your convenience in sending the certified copy and certificate of status to us.

Thank you in advance for your assistance with this request, and do let us know if you have any questions or difficulties with this filing.

Sincerely,



Carmen D. Zollman

Enclosures

**Articles of Incorporation**  
**New Tracks Mentoring, Inc.**

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CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

Pursuant to Chapter 617.0202, F.S., (Not for Profit):

**Article I Name**

The name of the corporation is: New Tracks Mentoring, Inc.

**Article II Principal Office**

The corporation's principal street address is 5945 N Oakmont Drive, Pine Ridge, FL 34465.

The corporation's principal mailing address is 5945 N Oakmont Drive, Pine Ridge, FL 34465.

**Article III Purpose**

The corporation 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.

Specifically, the corporation is organized to teach modeling skills through mentoring and other educational opportunities, including in-person and on-line educational programs, to persons interested in railroad modeling. Further, the corporation is organized to provide financial assistance, through educational scholarships and grant programs, to promote continued education and expertise in modeling skills.

In addition, the corporation may engage in all lawful activities and efforts which a not for profit corporation organized under the Florida Not for Profit Corporations Act and described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, is legally entitled to pursue, including the solicitation of grants and contributions, that may reasonably be intended or expected to promote and advance the purposes stated in this Article.

**Article IV Directors; Manner of Election of Directors**

The initial directors of the corporation shall be elected or appointed by the incorporator. The manner in which the directors are elected or appointed thereafter is provided in the bylaws of the corporation.

**Article V No Members**

The corporation does not have members.

**Article VI Limitations**

No part of the net earnings of the corporation 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 Article III 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 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, 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.

#### **Article VII Dedication of Assets**

Upon the dissolution, termination or winding up 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 VIII Initial Registered Agent and Street Address**

The name and Florida street address of the registered agent is Jim Kellow, 5945 N Oakmont Drive, Pine Ridge, FL 34465.

#### **Article IX Incorporator**

The name and address of the Incorporator is: Jeffrey E. Jordan, ArentFox Schiff LLP, 1717 K Street NW, Washington, DC 20006.

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 of Registered Agent:

/s/ Jim Kellow

Date: January 11, 2023

Jim Kellow

Signature of Incorporator:

/s/ Jeffrey E. Jordan

Date: January 11, 2023

Jeffrey E. Jordan

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AND  
FILED  
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