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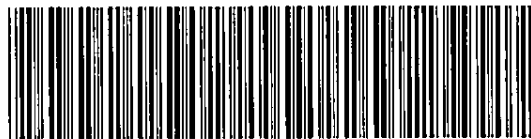
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23 FEB 15 PM 7:38
SECURITY
TALLAHASSEE, FL

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The Sankofa Vision Group, LLC

Name of Florida Limited Liability Company

The enclosed Articles of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "~~Other Business Entity~~" in accordance with s.605.1045, F.S.

Non-profit Corporation

Please return all correspondence concerning this matter to:

Tamara Felton-Howard

Contact Person

The Sankofa Vision Group, LLC

Firm/Company

5203 Central Ave

Address

St. Petersburg, Florida : *33710*

City, State and Zip Code

tamara@feltonhowardlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tamara Felton-Howard

at (*727*) 202-8626

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☒ \$30.00 Filing Fee
and Certificate of
Status

☐ \$55.00 Filing Fee
and Certified Copy

☐ \$60.00 Filing Fee,
Certified Copy, and
Certificate of Status

Mailing Address:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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STATE OF FLORIDA
FALL ADDRESS REPORT

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**ARTICLES OF INCORPORATION
OF
THE SANKOFA VISION GROUP, INC.**

The undersigned officer(s), natural persons competent to contract, for the purpose of organizing a not-for-profit corporation under the provisions of chapter 617 of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation and certify as follows:

**ARTICLE I
Name and Principal Place of Business**

The name of this corporation ("the Corporation") shall be **THE SANKOFA VISION GROUP, INC.**, and its initial principal place of business shall be c/o Felton-Howard Law, PLLC, 5203 Central Avenue, St. Petersburg, Florida 33710.

**ARTICLE II
Term**

This Corporation shall commence existence upon the date of signing of these Articles of Incorporation by the Incorporator and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III
Purpose and Powers**

This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), not for pecuniary profit, including the performance of the following activities exclusively for such purposes, except as restricted by Article XI herein:

A. To adhere to the purposes for which a Corporation may be chartered under the laws relating to not-for-profit corporations as set forth in Chapter 617, Florida Statutes, as currently in force and as amended from time to time, according to which no assets or income of the Corporation shall be distributable to or inure to the benefit of the members, directors or officers.

B. To engage in economic development activities in an economically distressed area in South St. Petersburg, Florida; with such activities including, but not limited to, those with the objectives of advocating for and improving the economic and social conditions of individuals, businesses and the community; job development and creation, and employment; and, ultimately, poverty reduction and economic growth for the South St. Petersburg community.

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SECRETARY OF STATE

C. To operate exclusively in any other manner for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the IRC, as amended, including private foundations and private operating foundations.

ARTICLE IV **Registered Office and Registered Agent**

The street address of the initial registered office of this Corporation is 5203 Central Avenue, St. Petersburg, Florida 33710, and the name of the initial registered agent of this Corporation at that address is Tamara Felton-Howard, Esq.

ARTICLE V **Members**

The corporation does not have initial members, however members may be so designated by the Board of Directors. If designated, the Bylaws shall be amended to designate member class or classes, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities of the members shall be set forth in the Bylaws

ARTICLE VI **Manner of Election or Appointment of Directors**

Management of this Corporation shall be vested in a Board of Directors as designated in the Bylaws. The number, term of office, powers, authority and duties of directors, the time and place of meetings and other regulations concerning directors of the Corporation shall be prescribed in the Bylaws of the Corporation, however the Board shall never consist of fewer than three (3) directors. Additional requirements of the Board of Directors may be implied under the Bylaws of the Corporation. The names and street addresses of the initial members of the Board of Directors are:

Gypsy C. Gallardo
2900 Desoto Way South
St. Petersburg, Florida 33712

Rev. Louis Murphy
Mt. Zion Progressive Missionary Baptist Church
955 20th Street South
St. Petersburg, Florida 33712

Tamara Felton-Howard, Esq.

5203 Central Avenue
St. Petersburg, Florida 33712

Albert Lee

Tampa Bay Black Business Investment Corporation
1920 E. Hillsborough Avenue, 2nd FL
Tampa, Florida 33610

Ernst Coney

Corporation to Develop Communities
2605 N. 43rd Street
Tampa, Florida 33605

Malcolm Flakes

Pinellas County Urban League
333 31st Street N.
St. Petersburg, Florida 33713

ARTICLE VII

Officers

The officers shall be elected or appointed in accordance with the Bylaws of the Corporation.

ARTICLE VIII

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE IX

Amendment

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors.

ARTICLE X

Incorporator

The name and street address of the Incorporator of the Corporation is as follows:

Gypsy C. Gallardo

2900 Desoto Way South
St. Petersburg, Florida 33712

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ARTICLE XI
Restrictions and Interpretation

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 III hereof. The net earnings and assets of the Corporation may be distributed to its member, if any, provided such member is at that time a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

Section 2. Notwithstanding any other provision of these Articles of Incorporation to the contrary, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. Notwithstanding any other provision of these Articles of Incorporation to the contrary, if at any time the Corporation shall be deemed to be a private foundation as defined by section 509 of the Code, then so long as the Corporation is deemed a private foundation, it shall not (a) as provided in Section 508(e) of the Code, fail to require its income for each taxable year to be distributed at such time and in such manner as to not subject the Corporation to tax under Section 4942 of the Code, (b) engage in any act of self-dealing as defined in section 4961(d) of the Code, (c) retain any excess business holdings as defined in Section 4963(c) of the Code, (d) make any investments in such manner as to subject the corporation to tax under Section 4944 of the code, and (e) make any taxable expenditures as defined in Section 4945(d) of the Code.

Section 4. No substantial part of the activities of the Corporation shall be carrying on 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 any candidate for public office.

Section 5. All references herein to the provisions of the Internal Revenue Code of 1986 shall include both amendments thereto and the corresponding provisions of any future federal tax code.

ARTICLE XII
Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the residual assets of the Corporation to its member, provided such member is an organization described in Section 501(c)(3). If not, the Board of Directors shall dispose of such residual assets exclusively for one or more of the purposes of the Corporation which

may include distribution to any organization or organizations organized and operated exclusively for one or more of such exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall distribute all of the residual assets of the Corporation to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by the Circuit 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 one or more of the purposes of the Corporation.

ARTICLE XIII
Headings and Captions

The headings or captions of these various Articles of Incorporation are inserted for convenience of reference only and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereto set her hand and seal this ____day of June 2023 for the purposes of forming this Corporation not for profit under the laws of the State of Florida.

Gypsy C. Gallardo

Gypsy C. Gallardo
Incorporator

23 FEB 15 PM 7:39
CLERK OF DISTRICT COURT
CLERK OF DISTRICT COURT
CLERK OF DISTRICT COURT

FILED

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Sections 617.0501, Florida Statutes, the following is submitted:

THE SANKOFA VISION GROUP, INC. (the "Corporation") is desiring to organize as a domestic corporation or qualify under the Laws of the State of Florida with its initial principal place of business at c/o Felton-Howard Law, PLLC., 5203 Central Avenue, St. Petersburg, Florida 33710, and designates, Tamara Felton-Howard, whose address is 5203 Central Avenue, St. Petersburg, Florida 33710, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for THE SANKOFA VISION GROUP, INC. (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 617.0503, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 10th day of June 2023.



Tamara Felton-Howard

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA