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**FLORIDA PROFIT/NON PROFIT CORPORATION
STS MARITIME ACADEMY, INC.**

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**STATE OF FLORIDA
NON-PROFIT CORPORATION**

2024 FEB 23 PM 1:07

**ARTICLES OF INCORPORATION
In compliance with Chapter 617, Florida Statutes**

**SECRETARY OF STATE
TALLAHASSEE, FL**

OF

STS MARITIME ACADEMY, INC.

The undersigned acting as the incorporator of a corporation under Chapter 617, Florida Statutes, as amended (the "Act"), adopts the following Articles of Incorporation for such corporation:

ARTICLE I: NAME

The name of the corporation is STS MARITIME ACADEMY, INC. (the "Corporation")

ARTICLE II: PRINCIPAL OFFICE

The initial principal office of the Corporation is located at 110 E Broward Blvd, Suite 1700, Fort Lauderdale, FL 33301

ARTICLE III: PURPOSE

The Corporation is organized and shall be operated exclusively for charitable, scientific, and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future federal tax laws (hereinafter referred to as the "Code"), including the receipt and acceptance of property, whether real, personal, or mixed, by gift or bequest from any person or entity; the distribution, retention, administration and investment of such property in accordance with the terms of these Articles and the Corporation's Bylaws; and the distribution of such property for the purposes herein delineated to (a) one or more organizations described in Section 501(c)(3) of the Code and either Section 509(a)(1) or Section 509(a)(2) of the Code, contributions to which are deductible under Section 170(c)(2), Section 2055(a) and Section 2522(a) of the Code, or (b) a State, a possession of the United States, or any political subdivision of any of the foregoing, or the United States or the District of Columbia, contributions to which are deductible under Section 170(c)(1), Section 2055(a) and Section 2522(a) of the Code. The Corporation is organized to engage in any activity, and to exercise any and all powers, rights and privileges, afforded a nonprofit corporation under the Act or any successor provisions thereto. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation organized as a nonprofit corporation under the laws of the State of Florida pursuant to the Act which is exempt from federal income tax under Section 501(c)(3) of the Code, contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code.

The specific purpose for which the Corporation is organized and will be operated is to operate a trade school dedicated to providing comprehensive education and training programs in the field of supply chains and logistics to underprivileged minorities in underserved communities.

ARTICLE IV: BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors, whose members, designated as directors, shall act as the directors of the Corporation, and by such officers, as shall be described in the Bylaws of the Corporation. The Board of Directors shall determine the number of directors who shall comprise the Board, but the number of directors shall not be less than three (3). The directors and officers of the Corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the Bylaws of the Corporation. The initial Board of Directors shall be:

NAME	ADDRESS:
Carl Brown	110 E Broward Blvd, Suite 1700, Fort Lauderdale, FL 33301
Danelle Adlam	110 E Broward Blvd, Suite 1700, Fort Lauderdale, FL 33301
Terry Thompson	110 E Broward Blvd, Suite 1700, Fort Lauderdale, FL 33301
Jarrold Robinson	110 E Broward Blvd, Suite 1700, Fort Lauderdale, FL 33301
Sharetta Remiki	110 E Broward Blvd, Suite 1700, Fort Lauderdale, FL 33301

ARTICLE V: REGISTERED AGENT AND INCORPORATOR

The name and Florida street address of the registered agent is:

Jeffery Jones
110 E Broward Blvd, Suite 1700,
Fort Lauderdale, FL 33301

The name and addresses of the incorporator of these Articles of Incorporation is:

Jacqueline A. Henson, Esq
Baker, Donelson, Bearman, Caldwell & Berkowitz, P C

901 K Street, N.W., Suite 900
Washington, DC 20001

ARTICLE VI: EXEMPT STATUS

The Corporation is a not-for-profit public benefit corporation and shall have no authority to issue capital stock. It is intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code. Provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

1. Upon the dissolution of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation then outstanding and unpaid, the Board of Directors shall distribute the assets of the Corporation exclusively for the charitable, scientific, and/or educational purposes of the Corporation within the meaning of Section 501(c)(3) of the Code, in such manner as the Board of Directors shall determine. Any assets not so distributed shall be distributed to one or more governmental units then described under Section 170(c)(1) of the Code, or to one or more organizations then described under Section 501(c)(3) of the Code and Section 170(c)(2) of the Code, as the Board of Directors shall determine. Any assets not so disposed of by the Board of Directors shall be disposed of by a court having equity jurisdiction in the county in which the principal office of the Corporation is then located, with the distribution of assets to be made to such governmental units then described under Section 170(c)(1) of the Code, or to such organization or organizations then described in Section 501(c)(3) of the Code and Section 170(c)(2) of the Code, as such court shall determine.

2. No part of the net earnings, assets or income of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, or be appropriated for any purposes other than the purposes of the Corporation as set forth herein. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it or on its behalf, pay reimbursements for expenses incurred on its behalf, and make payments and distributions in furtherance of the purposes set forth in Article III hereof.

3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except to the extent that the Corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Code; and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

4. In the event the Corporation is a private foundation within the meaning of Section 509 of the Code for a taxable year, then notwithstanding any other provisions of these Articles or the Bylaws of the Corporation, the Corporation

(a) shall make distributions at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;

(b) shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;

(c) shall not retain any excess business holdings, as defined in Section 4943(c) of the Code;

(d) shall not make any investments in a manner that would subject it to tax under Section 4944 of the Code; and

(e) shall not make any taxable expenditures, as defined in Section 4945(d) of the Code.

5 The Corporation shall not discriminate, in its policies or practices, against any person on the basis of race, color, nationality or ethnic origin. Neither shall the Corporation discriminate on the basis of race, color, nationality or ethnic origin in the admission of students; the rights, privileges, programs and activities made available to students; in its administration or educational policies, in its scholarships and loan programs, or in its athletic or other school administered programs or events

ARTICLE VII: NO MEMBERS

The Corporation shall not have members.

ARTICLE VIII: OFFICERS

The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer, along with such other officers and assistant officers as may be deemed necessary or desirable, each of whom shall be elected or appointed at such time, in such manner, and for such terms as may be prescribed in the Bylaws

ARTICLE IV: BYLAWS

The provisions for the internal regulation and management of the affairs of the Corporation shall be set forth in the Corporation's Bylaws.

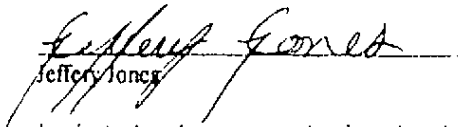
ARTICLE V: INDEMNIFICATION

The Corporation may indemnify its directors, officers, agents (including, without limitation, the incorporator), employees, and volunteers to the maximum extent permitted by applicable law

ARTICLE VI: NO PERSONAL LIABILITY

No individual director or officer of the Corporation (including, without limitation, the incorporator) shall be personally liable for the debts or obligations of the Corporation

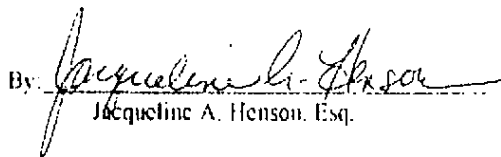
Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Jeffrey Jones

Date: 2/22/24

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 s.817.133, F.S.

BAKER, DONELSON, BEARMAN, CALDWELL, & BERKOWITZ, P.C.

By: 
Jacqueline A. Henson, Esq.

Date: 2/23/24