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CLERK OF STATE
TALLAHASSEE, FL

T. MATTHEWS

APR 22 2024

16

COVER LETTER

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

SUBJECT: SPRING Project Incorporated
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Nandi Rosier
Name (Printed or typed)

5652 Braueheart Way
Address

Tallahassee, FL 32317
City, State & Zip

(850) 544 - 4123
Daytime Telephone number

Springprojectinc@gmail.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
SPRinG PROJECT INCORPORATED

FILED

2024 APR 15 PM 1:28

CLERK OF STATE
TALLAHASSEE, FL

The undersigned, a natural person over the age of eighteen years, hereby certifies as follows:

ARTICLE I — NAME

The name of the corporation shall be SPRinG Project Incorporated, (hereinafter referred to as the "Corporation"). The business of the corporation may be conducted as SPRinG Project Incorporated, Supporting Purposeful Reform in Generations Project Incorporated, or SPRinG Inc.

ARTICLE II — PRINCIPAL PLACE & MAILING ADDRESS

5652 Braveheart Way
Tallahassee, FL 32317

ARTICLE III — PURPOSE

The Corporation is organized exclusively for charitable and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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. The specific purposes of the Corporation are to promote the health and social welfare of disadvantaged people through free educational programs, unique community events, and humanitarian assistance.

ARTICLE IV — BOARD OF GOVERNORS

Governance. SPRinG Project Incorporated shall be governed by its Board of Directors. The manner in which Directors shall be elected or appointed shall be provided in the By-Laws of the Corporation.

ARTICLE V — DIRECTORS

Initial Directors. The initial directors of the corporation shall be

Rosier, Nandi - 5652 Braveheart Way, Tallahassee, FL 32317

Ekechukwu, Obinna - 1330 Fairmont Ave NW Apt. 4063, Atlanta, GA 30318

Sheferaw, Betelehem - 2396 Tullamore Circle, Snellville, GA 30039

Oshunkentan, Victoria - 12334 Cannonball Road, Fairfax, VA 22030

ARTICLE VI — REGISTERED AGENT

The registered agent of the corporation shall be:

Nandi Rosier
5652 Braveheart Way
Tallahassee FL, 32317

ACKNOWLEDGMENT OF CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Nandi Rosier, agree to be the registered agent for SPRinG Project Incorporated as appointed herein.

Nandi J. Rosier

Nandi Rosier, Registered Agent

Date: 04/05/2024

ARTICLE VII — INCORPORATORS

The incorporators of the corporation are as follow:

Rosier, Nandi - 5652 Braveheart Way, Tallahassee, FL 32317

ARTICLE VIII — DURATION

Duration. The duration of the corporate existence shall be perpetual.

ARTICLE IX — NONPROFIT NATURE DURATION

At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

9.01 Non-profit Nature. SPRinG Project Incorporated is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code. No part of the net earnings of SPRinG Project Incorporated 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 the purpose clause hereof.

9.02 Restricted Activities. 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.

9.03 Prohibited Activities. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (I) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (II) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

9.04 Prohibited Distributions. SPRinG Project Incorporated is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private person or individual. The Corporation shall, however, be authorized and empowered to pay reasonable compensation for services rendered, and make other payments and distributions in furtherance of the purposes set forth in Article III.

ARTICLE X — PERSONAL LIABILITY

No officer or director of this corporation shall be personally liable for the debts or obligations of SPRinG Project Incorporated of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE XI — DISSOLUTION

In the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by the operation of law, the property or other assets of the Corporation remaining after the payment, satisfaction, and discharge of liabilities or obligations, shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the SPRinG Project Incorporated hereunder shall be selected by the discretion of a majority of the managing body of the SPRinG Project Incorporated and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the SPRinG Project Incorporated by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Georgia.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

ARTICLE XII— BY-LAWS

The Board of Directors shall have the power to adopt, amend, or repeal the By-Laws of this Corporation. The By-Laws shall govern the operation of this corporation unless any By-Law conflicts with these Articles of Incorporation, in which case the Articles of Incorporation shall be controlling.

ARTICLE XIII — MEMBERSHIP

SPRinG Project Incorporated shall have no members. The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined in the Corporation's bylaws.

ARTICLE XIV — AMENDMENTS

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds ($\frac{2}{3}$) of the Board of Directors.

ARTICLE XV — CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

I, the undersigned, do hereby certify that the above stated Articles of Incorporation of SPRinG Project Incorporated were approved by the board of directors on March 13, 2024 and constitute a complete copy of Articles of Incorporation of the SPRinG Project Incorporated.

Nandi J. Rosier

Nandi Rosier, Incorporator

Date: 04/05/2024

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