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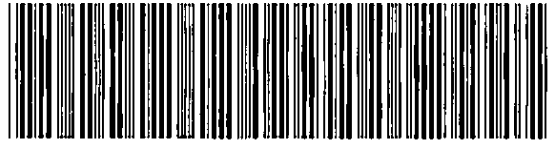
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COVER LETTER

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

SUBJECT: PROSPER NOGGIN COMMUNITY DEVELOPMANT CORPORATION

(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: BIRAN C HERNDON PA

Name (Printed or typed)

916 20TH PLACE

Address

VERO BEACH, FL 32960

City, State & Zip

772-324-1206

Daytime Telephone number

SUPPORT@ELITETAX1040.COM

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

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

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ARTICLES OF INCORPORATION

Prosper Noggin Community Development Corporation (A Florida Non-Profit Corporation)

The undersigned, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a Corporation not for profit under and by virtue of the laws of the state of Florida, does hereby adopt(s) the following Amended Articles of Incorporation.

Article 1: Name

The name of the Corporation shall be Prosper Noggin Community Development Corporation

Article 2: Place of Business

The principal place of business and mailing address of this Corporation within the State of Florida shall be: 102 SW 2nd Street, OKEECHOBEE, FL 34974

Article 3: Nature of Business

The specific purpose for which the Corporation is initially organized is to establish, maintain, and oversee the provision of research and education into the environmental conditions and the causes of the deterioration of the Indian River Lagoon Estuary located in Indian River County of the State of Florida and create departments necessary to support non-profit activities and to also engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith which are consistent with Section 501(c)(3) of the Internal Revenue Code. Said 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.

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 this Article. 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 opposition to any candidate for public office. 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 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.

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This Corporation may also engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation, or any other charitable, religious, educational, and scientific activities allowed under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The property of this Corporation is irrevocably dedicated to non-profit and charitable purposes, and no part of the net income of this Corporation shall ever inure to the benefit of any member thereof and in no event shall any assets or property of the Corporation, in the event of dissolution thereof, go or be distributed to the Members, if any, either for the reimbursement of any sum subscribed, donated or contributed by such member, or for any other purpose.

The Directors whose positions and duties are set forth in the Bylaws will manage the affairs of this Corporation. The names of the directors who are to serve until the first election are as follows:

compensation,
upon which this
other capacity
the affairs of
on are as

Melinda Wherrell, Director
M. Chad Wherrell, Director
Amanda Vuleta, Director

Article 6: Term of Existence

The date of commencement of corporate existence shall be when these articles have been filed with the Department of State and approved by it and the respective filing fee has been paid; then Corporation is to exist perpetually until it is dissolved. 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 any 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 7: Bylaws

The first Bylaws of the Corporation shall be adopted by the Board of Directors and may be amended, altered or rescinded by the Board of Directors in the manner provided by such Bylaws.

Article 8: Incorporator(s)

The names and addresses of the incorporator(s) are
Melinda Wherrell, 102 SW 2nd Street, OKEECHOBEE, FL 34974

Article 9: Registered Agent

The names and addresses of the Corporation's Registered Agent are:
Melinda Wherrell, 102 SW 2nd Street, OKEECHOBEE, FL 34974

Article 10: Officers

The affairs of the Corporation shall be managed by officers elected by the Board of Directors at its annual meeting. The officers shall serve until the next annual meeting of the Board of Directors, unless removed earlier in accordance with the Bylaws.

The General officers of the Corporation shall be the President, Secretary, and Treasurer. The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interest of the Corporation.

Whenever the Board of Directors may so order, any two officer positions may be held by one person, providing that their duties do not conflict with each other.

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The President shall preside at all meetings of the members of the Board of Directors and shall attend to the general supervision of the Corporation. The President shall be the Chairperson of the Board of Directors.

The initial officers of the Corporation for the first year of the Corporation's existence, or until their successors are elected shall be:

Melinda Wherrell, President, 102 SW 2nd Street, OKEECHOBEE, FL 34974

Article 11: Indemnification

The Corporation shall indemnify any Director or Officer, or former Director or Officer, against expenses actually and necessarily incurred by them or any amount paid in satisfaction of judgments in connection with any action, suit or proceeding, whether civil or criminal in nature, in which they are made a party by reason of being or having been such Director or Officer (whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon them) except in relation to the matters as to which they shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The Corporation may also reimburse to any Director or Officer the reasonable costs of settlement of any such action, suit or proceeding if it shall be found either by a majority of the Directors not involved in the matter of controversy, whether or not a quorum, or by a majority vote of the Members present in a regular or special meeting called for that purpose, that it was to the interest of the Corporation that such settlement be made and that such Director or Officer was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled by law, or otherwise.

Article 12: Amendments to the Articles of Incorporation

These articles of Incorporation may be amended in the manner provided by statute or in the following manner:

Every amendment shall be approved by the Board of Directors.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

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I, THE UNDERSIGNED, for the purposes of becoming a Corporation not for profit under the provisions of the laws of the State of Florida, do make and affix my signature to acknowledge and file in the office of the Secretary of State these Articles of Incorporation and do hereby certify that these Articles of Incorporation has been ratified, approved and adopted by the Board of Directors of the Corporation.

WITNESS my respective hand and seal on the date and place indicated below.

Muhennell
Incorporator's Name

Date: 7/30/24

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.817.155, F.S.

Muhennell
Incorporator's Name

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.

Muhennell
Registered Agent's Name

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