

N950000B/28

Bridget N. Moore

(Requestor's Name)

12571 S.W. 204 Terrace

(Address)

MIAMI, FL 33177

(City, State, Zip)

(Phone #)

(305) 254-0518

OFFICE USE ONLY

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-06/29/95--01072--002
****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. The Wellington Group and Associates

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☒ Walk in ☐ Pick up time _____

☐ Certified Copy

☐ Mail out ☒ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
THE WELLINGTON GROUP AND ASSOCIATES, INC.

RECEIVED
JUN 29 1965
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is an actual person competent to contract and hereby form a non-profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE I - NAME

The name of the Corporation is The Wellington Group and Associates, Inc.

ARTICLE II- ADDRESS

The address of the principle office of The Wellington Group and Associates, Inc. is:

12571 SW 204 Terrace
Miami, Florida 33177

ARTICLE III - PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, job training and placement, cultural, counseling, residential and non-residential services, medical, research and scientific purposes servicing disadvantaged children and youth, ages 0-18, adjudicated dependent and or delinquent or at-risk of delinquency; young adults and adults who are disadvantaged, unemployed or underemployed, involved or was involved in the criminal justice system and the elderly population including, for such purpose, as the making of advocacy activities, funding research (federal, state, local or philanthropy levels), program design and development, grant and proposal writing, program implementation, budget development and cost benefit analysis, technical assistance, pre- and in-service training, and program evaluation to organizations that qualify as exempt under section 501.(c) (3) of the corresponding section of any future federal tax code and to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, or desirable for the furtherance or attainment of the above purposes..

ARTICLE IV - PROHIBITIONS

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 thereof. Notwithstanding any other provision of these articles, the 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V - DIRECTORS

The Directors of the Corporation will be elected as specified in the By-Laws.

ARTICLE VI - INITIAL REGISTERED OFFICERS

The President of the Corporation shall be Bridget Nanette Moore whose address is 12571 SW 204 Terrace, Miami, Florida 33177.

The Vice President of the Corporation shall be Reverend Thomas Wayne Richardson whose address is 445 NW 210th Street, Suite 206 Miami, Florida 33169.

The Secretary of the Corporation shall be Terri K. Thomas whose address is 12571 SW 204 Terrace, Miami, Florida 33177.

The Treasurer of the Corporation shall be Victor C. Gibson whose address is 12401 NE 16 Avenue, Suite 425, Miami, Florida 33161.

ARTICLE VII - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VIII - CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE IX - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership. The manner of admission shall be set forth in and regulated by the By-Laws of the Corporation.

ARTICLE X - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By-Laws of the Corporation.

ARTICLE XI - LIABILITY AGAINST DEBTS

Neither the members nor the members of the Board of Directors or Officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XII - REGISTERED AGENT AND STREET ADDRESS

The initial address of the registered office of this Corporation is 12571 SW 204 Terrace, Miami, Florida 33177. The name and address of the registered agent of this Corporation is Bridget Moore at 12571 SW 204 Terrace, Miami, Florida 33177.

ARTICLE XIII - INCORPORATOR

The name of the incorporators of this Corporation are:

Bridget Moore
12571 SW 204 Terrace
Miami, Florida 33177

Rev. Thomas W. Richardson
445 NW 210 Street, Suite 206
Miami, Florida 33302

Terri K. Thomas
12571 SW 204 Terrace
Miami, Florida 33177

ARTICLE XIV - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the Board of Directors, proposed by them to the members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVI - REGULATION OF INTERNAL AFFAIRS

The following provisions are inserted for the conduct of the affairs of the Corporation and for the further definition, limitation and regulations of the powers of the Corporation and its Directors.

(a) The initial by-laws shall be adopted by the Board of Directors which may add, amend, or repeal the by-laws or adopt new by-laws. The by-laws shall contain all definitions, rules, and regulations necessary or proper for the implementation of the purposes of the Corporation and the provisions of these Articles.

(b) The affairs of the Corporation shall be conducted by the Directors, who shall be elected at each annual meeting of the Directors. Persons shall be elected at each such meeting to fill terms of Directors which expire at such meeting; or such persons may be elected at a special meeting called for that purpose and held in calendar year in which such annual meeting is held. Each Director shall serve until the annual meeting of Directors at which his or her term of office expires and until the election and qualification of his or her successor, or until his or her death, resignation, or removal. At each meeting for the election of Directors, a quorum being present, the persons receiving the greatest number of votes shall be elected Directors of the class of the Directors whose term of office expired at such meeting.

ARTICLE XVII - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer or employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, the indemnification of the director, officer, employee or agent as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while the director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or

agent of the Corporation, whether or not the Corporation would have the power to indemnify the individual against the same liability under the law. All reference in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provision regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director," "officer," "employee," and "agent" shall include the heirs, estate, executors, administrators, and personal representatives of such persons.

ARTICLE XVIII - DISSOLUTION

Upon 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 public purpose. Any such assets not so disposed of shall be disposed of by 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.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

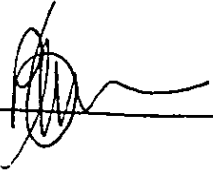
1. The name of the corporation is: The Wellington Group + Associates, Inc
2. The name and address of the registered agent and office is:

Bridget N. Moore
(NAME)

12571 S.W. 204 Terrace
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

MIAMI, Florida 33177
(CITY/STATE/ZIP)

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 hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

June 29, 1995
(DATE)

Bridget Nanette Moore
12571 SW 204 TERR
Miami, FL 33177

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Pick up time

☐ Will wait

☐ Certificate of Status

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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ARTICLES OF DISSOLUTION

Pursuant to section 617.1401, Florida Statutes, this Florida nonprofit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is Wellington Group and Associates, Inc.

SECOND: The articles of incorporation were filed on 7/29/95

THIRD: The corporation has not commenced to conduct its affairs.

FOURTH: No debts of the corporation remain unpaid.

FIFTH: Adoption of dissolution (CHECK ONE)

☐ The dissolution was authorized by a majority of the directors:
OR

☒ There are no directors - dissolution was authorized by an incorporator or a majority of the incorporators.

Signed this 15TH day of April, 19 96

Signature [Signature]
(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the directors
OR
By an incorporator if adopted by the incorporators.)

Bridget Nanette Moore

Typed or printed name

PRESIDENT

Title