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TRANSMITTAL LETTER

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

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00721735-001067-011
***131.25 ***131.25

SUBJECT: The POWER Society, 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

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Michael Townsel
Name (Printed or typed)

4020 N.W. 190th Street
Address

Miami, Florida 33055
City, State & Zip

(305) 624-0336
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 21 AM 9:07

DL 7/24/95

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUL 21 AM 9:07

ARTICLES OF INCORPORATION
OF
The POWER Society, Incorporated
A FLORIDA NONPROFIT CORPORATION

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

Article 1 -- Name

The name of the Corporation shall be The POWER Society Incorporated.

Article 2 -- Corporate Address

The street address of the Corporation's initial principal office is 4020 N.W. 190th Street, Miami, Florida, 33055.

Article 3 -- Nonprofit Purposes.

Section 1. STATEMENT OF SPECIFIC PURPOSE

The specific purpose of this corporation shall be to provide educational directions and resources for minority students to continue their post secondary education.

Section 2. FLORIDA STATUTES, CHAPTER 617 PURPOSES

This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person and is to exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

Section 3. IRC SECTION 501 (c) (3) PURPOSES

This corporation is organized exclusively for one or more of the 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 corresponding section of and future federal tax code.

Article 4 -- Duration

The duration of the Corporation is perpetual.

Article 5 -- Board of Directors

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the Bylaws but shall in no case be less than three.

Article 6 -- Corporate Powers

The corporate powers of this corporation shall be as provided in section 617.0302, Florida Statutes.

Article 7 -- Initial Registered Agent and Office

The initial registered agent is Michael Townsel and the initial registered office is 4020 N.W. 190th Street, Miami, Florida, 33055.

Article 8 -- Incorporators

The names and addresses of the incorporators of this corporation are:

Michael Townsel	4020 N.W. 190th Street Miami, FL 33055
Michelle Townsel	4020 N.W. 190th Street Miami, FL 33055
Genevieve Floyd	13500 N.E. 3rd Court #322 Miami, FL 33161

Article 9 -- Additional Provisions

Section 1 -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall have three members whose names and addresses are:

Michael Townsel 4020 N.W. 190th Street
Miami, FL 33055

Michelle Townsel 4020 N.W. 190th Street
Miami, FL 33055

Genevieve Floyd 13500 N.E. 3rd Court #322
Miami, FL 33161

Section 2. IRC SECTION 501 (c) (3) PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Section 3. MEMBERS

The membership provisions of this corporation shall be stated in the Bylaws of this corporation.

Section 4. OFFICERS

The officers of the Corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws.

Section 5. IRC SECTION 501 (c) (3) DEDICATION OF ASSETS

Upon dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

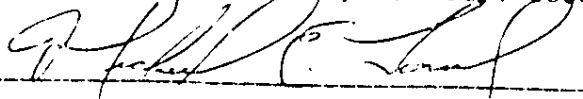
Section 6. IRC SECTION 501 (c) (3) POLITICAL ACTIVITIES

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501 (h) of the Internal Revenue Code], and this 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.

Section 7. NONSTOCK BASIS

The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

The undersigned has signed these Articles of Incorporation on this eighteenth day of July, 1995



Michael E Townsel

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
CORPORATIONS
95 JUL 21 AM 9:07

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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 POWER Society, Incorporated
(must include suffix)

2. The name and address of the registered agent and office is:

Michael Townsel

(NAME)


4020 N.W. 190th Street

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, Florida 33055

(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)

7/16/95
(DATE)