

# N97000006831

Israel Peniel

4429 Bass St.

Tampa, FL 33617

600002365666--7

-12/08/97--01101--018

\*\*\*\*\*70.00 \*\*\*\*\*70.00  
Office Use Only

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

1. \_\_\_\_\_  
(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 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

FILED  
97 DEC -8 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

CERTIFICATE OF INCORPORATION  
OF  
FLORIDA NON-PROFIT CORPORATION

FILED

97 DEC -8 PM 12: 21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ISPEN, Inc.  
4429 Bass Street  
Tampa, Florida 33617  
813-914-0263

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, not for profit corporation under and pursuant to the laws of the State of Florida, and for that purpose, do hereby adopt this Certificate of incorporation, inclusive of the following Articles:

**ARTICLE I**

NAME

The name of said corporation shall be: ISPEN, Inc.

**ARTICLE II**

REGISTERED OFFICE AND REGISTERED AGENT

The Corporation may transact its business and maintain offices for such purposes at such other places either within or without this State. The registered agent for this Corporation shall be Israel Peniel at address: 4429 Bass Street, Tampa, FL 33617.

**ARTICLE III**

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this Corporation is organized is the transaction of any and all business for which non-profit corporations may be incorporated under

the laws of this state, as then may be amended from time to time, except that said Corporation is, organized exclusively for educational, charitable, scientific, literacy, and religious purposes, within the meaning of Section 501 (c) (3) of the Internal revenue code of 1986, or under any corresponding provisions of any future United States Internal Revenue Laws.

#### **ARTICLE IV**

##### **SPECIFIC BUSINESS**

The specific business for which this Corporation is organized and intends to actually conduct in this State, which shall not limit the character of the exempt activities which this Corporation may ultimately conduct, are as follows: 1) To increase the quality of life for the at-risk student and family by conducting public discussion groups, forums, panels, lectures or other similar programs, to include utilization of television or radio communities located in Hillsborough and surrounding Counties; 2) Notwithstanding any other provision of these Articles, this organization shall carry on only those activities appropriate and permissible for a non-profit corporation, within the meaning of Section 501 (c) (3) of the Internal Revenue code of 1986, including for such purposes, the making of distributions to organizations that qualify as exempt organization under said Section 501 (c) (3), or the corresponding provisions of any future United States Internal Revenue Laws.

#### **ARTICLE V**

##### **BOARD OF DIRECTORS**

The business and affairs of this Corporation shall be conducted by a Board of Directors, who shall number not less than four (4), nor more than eight (8) members. Said directors shall have the authority and power to increase or decrease the number of serving directors within the

limits above provided. The Board of Directors may fill any vacancy that may occur on the Board of Directors pending the next annual meeting of the Board of Directors. The person(s) appointed to serve on the Board of Directors may be appointed to serve as directors for any term of years, not to exceed five (5) years, which said term shall commence the date of appointment unless otherwise designated by the Board of Directors. The Bylaws shall specify the number of directors necessary to constitute a lawful quorum. The Board of Directors may, by proper resolution or resolutions passed by a lawful quorum of the whole board, designate one or more communities which, to the extent provided in said resolution or resolutions, or in the Bylaws, shall have and may exercise those powers so designed in the resolution or resolutions, or in the Bylaws, on the management of the activities and affairs of the Corporation, and may have the power to authorize the Seal of the Corporation to be fixed to all papers, documents, or writings which may require it, and such committee or committees shall have such name or names as may be stated in the Bylaws, or may require it, such committee or committees shall have such name or names as may be stated in the Bylaws, or as maybe determined from time to time by resolution adopted by the Board of Directors. The board of Directors may elect such officers of the Corporation as the Bylaws may specify who shall, subject to the provisions of the Bylaws, have such titles and exercise such duties as the Bylaws provide. The Board of Director is authorized to make, adopt, alter, or repeal the Bylaws of this Corporation, if applicable. The names and address of the person who are appointed to serve as directors of this Corporation until the First Annual meeting of the Board of Directors, or until their successors are elected and qualify are:

Name: Israel Peniel

Address: 4429 Bass Street  
Tampa, FL 33617

Name: Victoria Johnson

Address: 3007 E. Idlewild St.  
Tampa, FL 33610

Name: Gloria Peniel

Address: 4429 Bass Street  
Tampa, FL 33617

Name: Bernadette Johnson

Address: 524 W. Tharpe St. #50  
Tallahassee, FL 32303

## **ARTICLE VI**

### **LIMITATIONS**

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 purpose set forth in Article Third hereof. 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

## **ARTICLE VII**

### **DISSOLUTION**

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 public purposes. 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 VIII**

### **PRIVATE PROPERTY**

The private property of the directors, members (if any), officers, employees and agents of the Corporation shall be forever exempt from any and all debts of every kind and nature incurred by the Corporation, and as authorized by the laws of the State.

## **ARTICLE IX**

### **INDEMNIFICATION**

The Corporation shall indemnify every director, officer, employee, and agent, or his (her) heir, executors, and administrators against expenses reasonable incurred by him (her) in connection with any action, suit, or proceedings to which he (she) may be a party by reason of his (her) being, or have been a director, officer, employee, or agent of the Corporation, except in relation to those matters which he (she) shall be adjudicated to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matter covered by the settlement as to which the indemnification shall not be exclusive of other rights to which he (she) may be entitled. As used in this Article, expenses shall include amounts of judgments, penalties, or fines rendered or levied against such director, officer, employee, or agent and the amounts paid in settlement by him (her) shall have been

first approved by the directors of this Corporation.

## ARTICLE X

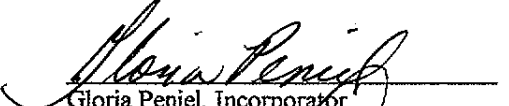
### INCORPORATOR (S)

IN WITNESS WHEREOF, we have hereunto subscribed our names, this 5 day of

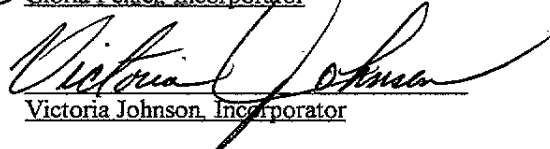
December, 1997

  
Israel Peniel, Incorporator

Address: 4429 Bass Street  
Tampa, FL 33617

  
Gloria Peniel, Incorporator

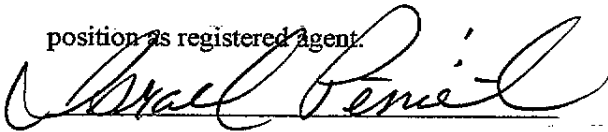
Address: 4429 Bass Street  
Tampa, FL 33617

  
Victoria Johnson, Incorporator

Address: 3007 E. Idlewild St.  
Tampa, FL 33610

ACKNOWLEDGEMENT

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/Registered Agent

12-5-97

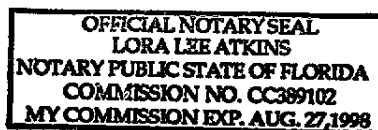
Date

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared, Israel Peniel, to me known *proof of ID FLDL# P540-400-50-015-0 exp. 1999* to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and seal in the County and the State aforesaid this 5<sup>th</sup> day of Dec, 1997.





NOTARY PUBLIC  
State of Florida at Large  
My commission expires:

FILED  
97 DEC -8 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
ISPEN Articles 7 of 7