

TRANSMITTAL LETTER

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

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-09/03/99--01013--001
*****70.00 *****70.00

SUBJECT: The Sunrise Professional Growth Program, Inc.
(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 of
Status

ADDITIONAL COPY REQUIRED

FROM: Natalie Y. Simpson
Name (Printed or typed)

7211 Bucking Drive
Address

Tallahassee, FL 32310
City, State & Zip

(850) 575-5019
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 SEP -3 PM 1:41

FILED

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

KP
9-3-99

ARTICLES OF INCORPORATION

**The Sunrise Professional Growth Program, Inc.
(A Non-Profit Florida Corporation)**

FILED
99 SEP -3 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I.
Organization**

SECTION 1. The name by which this corporation shall be known is called The Sunrise Professional Growth Program, Inc. , hereinafter called the organization of The Sunrise Professional Growth Program, Inc.

SECTION 2. The organization of The Sunrise Professional Growth Program, Inc. is a non-profit corporation organized and operated exclusively for educational and charitable purposes as specified in the Articles of Incorporation.

SECTION 3. The principal office of The Sunrise Professional Growth Program, Inc. shall be in Leon County.

**ARTICLE II
Principal Office**

The principal place of business and mailing address of this corporation is temporarily located at 7211 Bucking Drive, Tallahassee, Fl 32310.

**ARTICLE III.
Purpose(s)**

SECTION 1. The specific purpose(s) for which the corporation is organized is (are) to provide services that will offer disadvantage persons the opportunity to succeed in a professional career. Specifically the program will provide a professional learning atmosphere to include computer training, career counseling, job placement and follow-up.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. The first Board of Directors is written into the initial grant and consists of the Executive Director and 3 Board Members which is appointed.

SECTION 2. The property, activities, affairs and concerns of the organization shall vest in and be managed by or under the direction of the Board of Directors which shall be no less than 3 and no more than seven. The number of Directors may increase at any time by action of the Board of Directors. The members of the Board shall, upon appointment, immediately perform their duties and shall continue in office until such time that the Board member resigns, is removed from office or serves out his/ her term. At which time a qualified successor will be appointed.

- A. In the expansion of the Board of Directors, members will be appointed by the Executive to serve out a term of two years. At the end of a Board Member's two-year appointed term, the Executive Director can extend the term to an additional two-year appointed term, the executive Director can extend the term to an additional two-year term, not to exceed a total of six years.
- B. Board member will be selected and appointed based on their community involvement and their demonstrated interest and commitment to the goals and purpose of The Sunrise Professional Growth Program, Inc. Board members must also be in good standing in the community.

SECTION 3. The Executive Director reserves the right to remove any member of the Board of Directors who demonstrated non-commitment to the goals of the Program.

VACANCIES

SECTION 1. Any vacancy or vacancies will be filled by appointment by the Executive Director.

MEETINGS

SECTION 1. Regular meetings of the board shall be held at such time and location, as the Board shall fix.

SECTION 2. Special meetings may be called by or at the direction of the Executive Director or at request to the Executive Director by any Board member.

- A. Written, oral or any other mode of notice of the time and place for meetings shall be given for special meetings in sufficient time for the convenient assembly of all members.
- B. Non-attendance of any Board member at a meeting shall constitute waiver of vote except in the case of a Proxy vote.

SECTION 3. The order of business of all meetings shall be:

- A. Roll Call
- B. Reading of Minutes of Previous Meeting
- C. Reports of Board Members
- D. Reports of committee Chair
- E. Unfinished Business
- F. New Business
- G. End of Meeting

SECTION 4. Executive Director without debate may decide any question as to the priority of business.

SECTION 5. A majority of the whole Board shall constitute a quorum, except when a vacancy or vacancies prevent such majority, whereupon a majority of the active appointees shall constitute a quorum.

COMMITTEES

SECTION 1. The Executive Director may create committees, the membership of which need not be restricted to the Board of Directors.

- A. Committees shall report to the Executive Director and shall assume such duties as are assigned by the Executive Director.
- B. The Executive Director shall be an ex-official member of all committees.
- C. A majority of the members of any committee shall constitute a quorum.

ARTICLE V

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Natalie Y. Simpson 7211 Bucking Drive Tallahassee, FL 32310

ARTICLE VI INCORPORATOR

Natalie Y. Simpson 7211 Bucking Drive Tallahassee, FL 32310

**ARTICLE VII
CORPORATE INDEMNIFICATION**

SECTION 1. The organization shall indemnify any persons:

- (a) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or whether civil, criminal, administrative or investigative, other than an action by, or in the right of, the organization, by reason of the fact that he is Executive Director, Board Member, employee or agent of the organization as a Director, Board Member, employee or agent of another corporation, partnership, joint venture, trust or other enterprises against such costs and expenses, and to the extent and in the manner provided by the Florida Statute. Said party has right to retain a lawyer.
- (b) Who was or is a party. Or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the organization to procure a judgement in its favor by reason of the fact that he was Director, Board Member, employee or agent of the organization or is or was serving at the request of the organization as a Director, Board Member, employee or agent of another corporation, partnership, joint venture, trust, or other enterprises against such costs and expenses, and to the extent and in the manner provided by Florida Statute. We retain the right to sue.

SECTION 2. The extent and the amount for the indemnification provided herein would be make by Board of Directors. Said determination will be made by a majority vote of a quorum consisting of Members who were not parties to such action, suit or proceeding.

SECTION 3. Upon the expansion of the Board, the Board Members shall determine the amount or bonds to be carried by the organization. Insurance will be carried.

**ARTICLE VIII.
FISCAL YEAR**

SECTION 1. The fiscal year of the organization shall be the year ending June 30th.

**ARTICLE VIII.
ANNUAL REVIEW**

SECTION 1. The organization shall have an annual review of its books and record performed by a Certified Public Account approved by the Board of Directors and independent of the organization as of the close of each fiscal year.

**ARTICLE X.
AMENDMENTS**

SECTION 1. The by-laws of the organization may be amended as stated in the Articles of Incorporation by a vote of two-thirds of the appointed Board of Directors at a regular meeting or at a special meeting called for that purpose.

**ARTICLE XI.
PARLIAMENTARY PROCEDURE**

SECTION 1. The rules contained in Robert's Rules of Order Newly Revised shall govern meetings of the organization in all cases where they are applicable and in which they do not conflict with the by-laws herein.

Natalie Y. Simpson
Signature/Incorporator

September 3, 1999
Date

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.

Natalie Y. Simpson
Signature/Registered Agent

September 3, 1999
Date