

# N99000005838

## TRANSMITTAL LETTER

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

200002988772--3  
-09/17/99--01063--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: TOTAL POTENTIAL, 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

ADDITIONAL COPY REQUIRED

SECRET  
TALLAHASSEE, FLORIDA

99 OCT -1 AM 9:48

FILED

FROM: MR. DOUGLAS B. WILLIAMS  
Name (Printed or typed)

8900 SOUTHWEST 107<sup>th</sup> AVENUE, SUITE 302  
Address

MIAMI, FLORIDA 33176-1451  
City, State & Zip

305-598-1117  
Daytime Telephone number

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

10-1-99

B



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 21, 1999

DOUGLAS B WILLIAMS  
8900 SOUTH WEST 107TH AVE STE 302  
MIAMI, FL 33176-1451

SUBJECT: TOTAL POTENTAIL, INC.  
Ref. Number: W99000021763

We have received your document for TOTAL POTENTAIL, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch  
Document Specialist

Letter Number: 299A00046270

ARTICLES OF INCORPORATION

OF

Total Potential, Inc.

A NON-PROFIT CORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 OCT -1 AM 9:48

FILED

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida, adopt the following Articles of Incorporation:

ONE: The name and address of this corporation is:

Total Potential, Inc.

8900 Southwest 107<sup>th</sup> Avenue, Suite 302

Miami, Florida 33176-1451

TWO: The name and address of the registered agent of this corporation are:

Mr. Douglas B. Williams

8900 Southwest 107<sup>th</sup> Avenue, Suite 302

Miami, Florida 33176-1451

THREE: The specific purposes for which this corporation is organized are to provide education and counseling related to vocational selection.

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 any future federal tax code.

FOUR: The method of election of directors is as stated in the bylaws. The number of initial directors of this corporation is four (4). Their names and address are as follows:

Mr. Douglas B. Williams (President)

8900 Southwest 107<sup>th</sup> Avenue, Suite 302

Miami, Florida 33176-1451

Mr. Kevin Jezequel (Vice President)

7600 Southwest 151<sup>st</sup> Terrace

Miami, Florida 33158

Mrs. Vicki Williams (Secretary)

14325 Southwest 74<sup>th</sup> Avenue

Miami, Florida 33158

Mr. Mark Robledo (Treasurer)

385 Northwest 153<sup>rd</sup> Avenue

Pembroke Pines, Florida 33028

FIVE: The name(s) and address(es) of the incorporator(s) of this corporation is (are):

Mr. Douglas B. Williams

8900 Southwest 107<sup>th</sup> Avenue, Suite 302

Miami, Florida 33156

SIX: The period of duration of this corporation is perpetual.

SEVEN: The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows:

This corporation shall have one class of membership. Any person shall be qualified to become a member upon payment of the initial dues, if any, fixed by the board of directors and shall continue as a member upon paying the annual dues, if any, fixed by the board of directors. The method and time of payment of dues shall be determined, and may be changed, from time to time, by the board of directors. Additional provisions specifying the rights and obligations of members shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of this state.

EIGHT: Any additional provisions for the operation of the corporation are as follows:

Upon the 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.

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.

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 authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

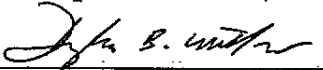
Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt

from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: September 27, 1999

, Incorporator

Mr. Douglas B. Williams, Incorporator

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 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: TOTAL POTENTIAL, INC.

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

MR. DONALD B. WILLIAMS

(Name)

8900 S.W. 107<sup>th</sup> AVE, SUITE 302

(P.O. Box not acceptable)

MIAMI, FLORIDA 33176-1451

(City/State/Zip)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 OCT -1 AM 9:48

FILED

*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.*

*John B. Williams*  
(Signature)

9/27/99  
(Date)

# N99000005838

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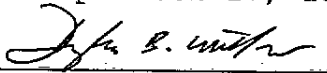
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*John B. Williams*  
(Signature)

9/27/99  
(Date)