

5/19/2017

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Division of Corporations  
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FLORIDA PROFIT/NON PROFIT CORPORATION  
The Student Counsel Inc.

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17 MAY 19 PM 5:01

17 MAY 19 AM 7:43

Electronic Filing Menu

Corporate Filing Menu

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MAY 22 2017

COVER LETTER

H17000137642 3

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

SUBJECT: Key Foundation Ministries, 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

FROM: Cheyenne Moseley, LegalZoom.com, Inc.  
Name (Printed or typed)

101 N Brand Blvd, FL 10  
Address

Glendale, CA 91203  
City, State & Zip

323.962.8600 x 7625  
Daytime Telephone number

onlinefilings@legalzoom.com  
E-mail address: (to be used for future annual report notification)

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

H17000137642 3

**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S., (Not for Profit)

H17000137642 3

**ARTICLE I NAME**

The name of the corporation shall be: The Student Counsel Inc.

**ARTICLE II PRINCIPAL OFFICE**

Principal street address  
1399 NW 87th Ave.  
Coral Springs, Florida 33071

Mailing address, if different is:  
\_\_\_\_\_  
\_\_\_\_\_

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

Please see attached

**ARTICLE IV MANNER OF ELECTION** The manner in which the directors are elected and appointed:

The method by which the directors of the corporation are elected or appointed will be stated in the bylaws.

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: Sara Shayanian, P, D  
Address: 1399 NW 87th Ave.  
Coral Springs, Florida 33071

Name and Title: Shiselle Povedano, S, T, D  
Address: 1399 NW 87th Ave.  
Coral Springs, Florida 33071

Name and Title: Laobat Moez, D  
Address: 1399 NW 87th Ave.  
Coral Springs, Florida 33071

Name and Title: \_\_\_\_\_  
Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_  
Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_  
Address: \_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: United States Corporation Agents, Inc.  
Address: 13302 Winding Oaks Blvd., Suite A  
Tampa, FL 33612

17 MAY 19 AM 7:43

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Name: Cheyenne Moseley, Legalzoom.com, Inc.  
Address: 9900 Spectrum Drive  
Austin, TX 78717

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

  
Required Signature of Registered Agent  
Cheyenne Moseley, United States Corporation Agents, Inc.

5-19-2017  
Date

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

  
Required Signature of Incorporator  
Cheyenne Moseley LegalZoom.com, Inc., Assist. Secretary

5-19-2017  
Date

**H17000137642 3**

**Attachment to  
Articles of Incorporation of  
The Student Counsel Inc.**

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The business activity for said organization is as follows: Seeking to assist underprivileged students in the college admissions process through advising, assisting public education programs and mentorship.

No part of the net earnings of this organization 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 herein. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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. Notwithstanding any other provision of this document, 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 the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of this corporation, assets remaining shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 organization 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.

**H17000137642 3**

**ACTION BY WRITTEN CONSENT  
OF THE SOLE INCORPORATOR  
OF  
The Student Counsel Inc.,  
A Florida Not For Profit Corporation,  
May 19, 2017**

The undersigned, acting as the sole incorporator of The Student Counsel Inc., a Florida Not For Profit Corporation (the "Corporation"), hereby approves and adopts the following resolutions by this written consent without a meeting (this "Written Consent") pursuant to the Florida Not For Profit Corporation Act, which shall be effective upon the commencement of the Corporation's existence:


RESOLVED, that each person named below is hereby elected to serve as a Director of the Corporation until such time as his or her successor is duly elected and qualified:

Sara Shayanian  
Shiselle Povedano  
Laobat Moez

RESOLVED FURTHER, that the officers of the Corporation, as elected by the Corporation's Board of Directors, are authorized and directed to insert a copy of this Written Consent in the minute book of the Corporation.

RESOLVED FURTHER, that the undersigned, the sole incorporator of the Corporation, hereby resigns as the incorporator of the Corporation, effective upon the commencement of the Corporation's existence.

IN WITNESS WHEREOF, the undersigned executes this Written Consent as of the date set forth above.

  
\_\_\_\_\_  
By: Cheyenne Moseley, Assistant Secretary  
LegalZoom.com, Inc.

17 MAY 19 AM 7:43