

Division of Corporations

**N21000010404**

## Florida Department of State

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
CRM ACQUISITION CO.**

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**ARTICLES OF INCORPORATION  
OF  
CRM ACQUISITION CO.**

The undersigned, acting as the Incorporator of **CRM ACQUISITION CO.** under Chapter 617 of the Florida Statutes, submits the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of this corporation is **CRM ACQUISITION CO.** (the "Corporation").

**ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal business and the mailing address of the Corporation is:

125 NE 119th Street  
North Miami, Florida 33161

**ARTICLE III. DURATION AND COMMENCEMENT OF EXISTENCE**

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE IV. PURPOSE**

A. The Corporation is organized as a not for profit corporation for the purpose of owning a school property for the advancement of education and any other related or corresponding purposes, which qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, or any corresponding section of any future federal tax code. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes.

B. As a means and incidental to accomplishing the purpose for which this corporation is being operated, it shall have such powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by laws.

C. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any director or officer of the corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

D. No part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

E. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to one of more organizations then described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or to the federal, state or local government for exclusively public purposes.

#### **ARTICLE V. ELECTION OF DIRECTORS AND OFFICERS**

The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The Directors of the Corporation shall be elected in the manner set forth in the Bylaws of the Corporation. The Directors shall hold office until the first meeting of the member at which time an election of the Directors shall be held. Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term as provided in the Bylaws of the Corporation. Annual meetings shall be held at such place or places as the Bylaws may designate.

Any action required or permitted to be taken by the Board of Directors under any provision of laws may be taken without a meeting, if all members of the Board collectively consent in writing to such action. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and Bylaws of this Corporation authorize the Directors to act. Such statement shall be prima facie evidence of such authority. The names and addresses of the initial Directors of the Corporation are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Rudolph Cecchi	125 NE 119th St., North Miami, Florida 33161
Rodger Shay, Jr.	125 NE 119th St., North Miami, Florida 33161
Otto Boudet-Murias	125 NE 119th St., North Miami, Florida 33161

The Officers of the Corporation shall have such duties or functions as are provided in these Bylaws or as the Board of Directors may from time to time determine. Officers need not be chosen from among the Directors. The Board of Directors may elect such additional officers or assistant officers as it may from time to time determine. The name, officer position and address of the initial Officer of the Corporation is:

<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>Address</u></b>
Anamarie Moreiras	President	125 NE 119th St., North Miami, Florida 33161

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## **ARTICLE VII. MEMBERSHIP**

The Corporation shall one class of members. Each member shall be entitled to one vote. Prospective members shall be eligible for membership upon satisfaction of the requirements set forth in the Bylaws.

## **ARTICLE VIII. AMENDMENT OF BYLAWS**

Subject to the limitations contained in the Bylaws, and any limitations set forth under Chapter 617 of the Florida Statutes, concerning corporation action that must be authorized or provided by the members of the corporation, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws of the Corporation may be adopted by the Board of Directors.

## **ARTICLE IX. DEDICATION OF ASSETS**

Any property of this Corporation is irrevocably dedicated to purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

## **ARTICLE X. INCORPORATOR**

The name and address of the Incorporator is Anamarie Moreiras, 125 NE 119th Street, North Miami, Florida 33161.

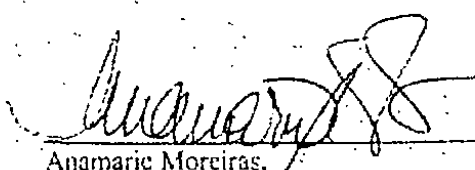
## **ARTICLE XI. REGISTERED AGENT**

The street address of the Corporation's initial registered office is 125 NE 119th Street, North Miami, Florida 33161. The name of the Corporation's initial registered agent of the Corporation at that address, who is authorized to receive service of process, is Anamarie Moreiras.

## **ARTICLE XII. AMENDMENT TO ARTICLES**

Amendments to these Articles of Incorporation may be proposed by resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of this 14th day of September, 2021.

  
Anamarie Moreiras,  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

That CRM ACQUISITION CO. desiring to organize under the laws of the State of Florida, has named Anamarie Moreiras as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-referenced Corporation at is 125 NE 119th Street, North Miami, Florida 33161, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0503, Florida Statutes.

Dated this 14th day of September, 2021.

  
Anamarie Moreiras

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