

L180W101273

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

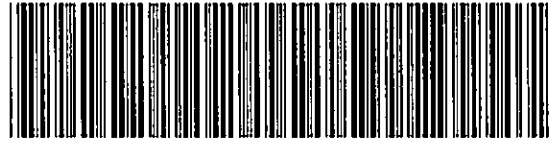
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800312390908

04/27/18--01032--018 **125.00

2018 APR 27 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

MAY 03 2018
T. SCOTT

Seventh Generation Initiative, Inc.

April 24, 2018

Division of Corporations
State of Florida
PO Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Enclosed are the Articles of Organization for Seventh Generation Classical Academy, LLC, a "Consent to Use of Name" form and a check in the amount of \$125.00 for the filing fee.

Regards,



Dr. Michael M. Soud
President

CONSENT TO USE OF NAME

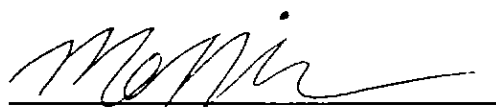
I, Michael Soud, previously registered Seventh Generation Classical Academy, Inc., a Florida nonprofit corporation, document number N18000003836, effective date 04/05/2018, then subsequently dissolved the entity on 04/24/2018.

As the President and Registered Agent of Seventh Generation Classical Academy, Inc. a Florida nonprofit corporation, I consent to allow the name Seventh Generation Classical Academy to be used by Seventh Generation Classical Academy, LLC, a Florida limited liability company, for use as a domestic limited liability company in Florida.

Dated: April 24, 2018

Seventh Generation Classical Academy,
Inc., a Florida nonprofit corporation

In the presence of:



Printed Name: Monica Guriah-Lester

By: 

Name: Dr. Michael M. Soud
Title: President

**Articles of Organization
Of
Seventh Generation Classical Academy, LLC**

THE UNDERSIGNED, as organizer and on behalf of a limited liability company under the laws of the State of Florida, does hereby subscribe and file these Articles of Organization.

**ARTICLE I
NAME**

Section 1.1. The name of this limited liability company is:

SEVENTH GENERATION CLASSICAL ACADEMY, LLC

**ARTICLE II
ADDRESS**

Section 2.1. The mailing address of the principle office of the Company is:

P.O. Box 441236
Jacksonville, FL 32222

Section 2.2. The physical address of the principle office of the Company is:

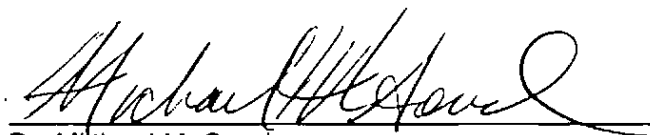
10679 Old St. Augustine Rd.
Jacksonville, FL 32257

**ARTICLE III
REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED AGENT'S SIGNATURE:**

Section 3.1. The name and Florida address of the registered agent is:

Dr. Michael M Soud
10679 Old St. Augustine Rd.
Jacksonville, FL 32257

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 the 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 as provided for in Chapter 608, F.S.



Dr. Michael M. Soud
President, Seventh Generation Initiative, Inc.
Registered Agent

FILED
2018 APR 27 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV MANAGEMENT

Section 6.1. The affairs of the Company shall be governed by a managing member (hereinafter referred to as the "Managing Member").

Section 6.2. The initial Managing Member shall be:

<u>Title</u>	<u>Name and Address</u>
MGR	Seventh Generation Initiative, Inc. 10679 Old St. Augustine Rd Jacksonville, FL 32257

ARTICLE V PURPOSE

Section 4.1. Notwithstanding any other provisions of these articles, the Company is organized exclusively for exempt purposes under section 501(c)3 of the Internal Revenue Code of 1985 (the "Code") or the corresponding provision of any future United States Internal Revenue law. The Company is operated exclusively to further charitable purposes of its members.

Section 4.2. The Company shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Company shall exercise only such powers as are in furtherance of the exempt purposes of its member or organizations as set forth in Section 501(c)3 of the Code as the same now exist or as it may be hereafter amended from time to time.

Section 4.3. No Part of the net earnings of the Company shall inure to the benefit of, or to distribute to, any Manager or Officer of the Company or any other private individual (except reasonable compensation may be paid for services rendered to or for the Company affecting one or more of its purposes); and no Manager or Officer of the Company, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Company.

Section 4.4. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition of any candidate for public office.

Section 4.5. The Company shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the code or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The Company shall not distribute any of its assets to any Member who ceases to be an organization exempt from taxation under Section 501(c)3 of the Code.

Section 4.7. The Company shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.8. The Company shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.9. The Company shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax law.

Section 4.10. The Company shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax law.

Section 4.11. The Company interests in the Company (other than membership interest) or the assets of the Company may only be availed of or transferred to (whether directly or indirectly) any nonmember other than an organization exempt from taxation under Section 501(c)3 of the Code in exchange for fair market value.

Section 4.12. Notwithstanding any other provision of these Articles of Incorporation, the Company shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)3 of the Code or by an organization's contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4.13. Upon the dissolution of the Company, the Board of Managers shall, after paying or making provisions for the payment of all of the liabilities of the Company, dispose of all of the assets of the Company to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)3 of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Managers shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Company is the 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 VI MEMBERS

Section 5.1. This Company shall have a membership consisting solely of organizations exempt from taxation under Section 501(c)3 of the Code.

Section 5.2. The direct or indirect transfer of any membership interest in the Company to a transferee other than an organization exempt from taxation under Section 501(c)3 of the Code is expressly prohibited.

Section 5.3. In the event one or more Members ceases to be an organization exempt from taxation under section 501(c)3 of the Code, such Member's interest in the Company shall be forfeited and its rights in the Company shall be fully terminated within ninety (90) days from the date such Member's exemption is revoked.

Section 5.4. The Members of the Company will expeditiously and vigorously enforce all of the rights in the Company and will pursue all legal and equitable remedies to protect their interests in the Company.

ARTICLE VII AMENDMENTS

Section 7.1. These Articles of Organization may be amended in the manner and with the vote provided by law and Section 501(c)3 of the Code.

Section 7.2. The Company shall not merge with, or convert into, a for-profit entity.

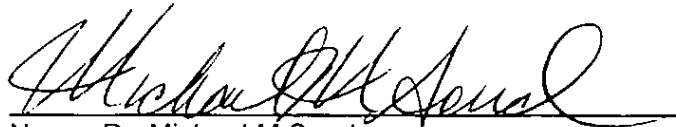
ARTICLE VIII OPERATING AGREEMENT AND BYLAWS

Section 8.1. The Members of this Company shall adopt an Operating Agreement and Bylaws for the government of this Company which shall be subordinate only to the Articles of Organization and the laws of the United States and the State of Florida. The Operating Agreement and Bylaws may be amended from time to time by the Members in the manner and with the vote provided by law and Section 501(c)3 of the Code.

Section 8.2. The Operating Agreement may be amended in the manner and with the vote provided by law and Section 501(c)3 of the Code.

Section 8.3. All of the Company's organizing documents, including these Articles of Organization, the Operating Agreement and the Bylaws shall be consistent with the laws of the State of Florida, and are enforceable at law and in equity.

Required Signature:

A handwritten signature in black ink, appearing to read "Michael M Soud", written over a horizontal line.

Name: Dr. Michael M Soud

Authorized Representative of the Members

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.)