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EDUCARE UNIVERSITY LLC

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Articles of Incorporation of EDUCARE UNIVERSITY LLC

The undersigned certifies that the members have associated together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I.**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be EDUCARE UNIVERSITY L.L.C. and the mailing and principal address is 1200 Brickell Avenue, Suite 800, Miami, Florida 33131, but it shall have the power and authority establish branch offices at any other place or places as the members may designate.

ARTICLE II.**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under law.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any

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service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida law, lawfully carry on, exercise, or do.

ARTICLE III.

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV.

AUTHORIZED MEMBER (AMBR)

The names and addresses of each Authorized Member of the limited liability company are as follows:

Title:

Name and Address:

AMBR: MIGUEL ANGEL BRICEÑO MATHEUS
FI 33131

200 Biscayne Blvd Way Suite 4511, Miami,

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AMBR: EDGAR JOSEORTIZ ORDAZ 8100 NW 53 St, 371 Doral, FI 33166
AMBR: HAROLD E. ALBORNOZ TORREALBA 350 Ocean Dr. Key Biscayne, FI 33149
AMBR: GEOBANINI A. RODRIGUEZ CAMPOS 3801 NW 97th Avenue, Doral, FI 33178

ARTICLE V.**MANAGEMENT**

This limited liability company is to be a manager-managed company (Board of Trustees) and will be managed by four (4) managers. The names and addresses of the persons who shall serve as the managers until their successors are elected and qualified are as follows:

Name and Address:

1. MIGUEL ANGEL BRICEÑO MATHEUS 200 Biscayne Blvd Way Suite 4511, Miami, FI 33131
2. EDGAR JOSEORTIZ ORDAZ 8100 NW 53 St, 371 Doral, FI 33166
3. HAROLD E. ALBORNOZ TORREALBA 350 Ocean Dr. Key Biscayne, FI 33149
4. GEOBANINI A. RODRIGUEZ CAMPOS 3801 NW 97th Avenue, Doral, FI 33178
5. CARLOS JAVIER ORTIZ GONZALEZ 8100 NW 53 St, 371 Doral, FI 33166

ARTICLE VI.**MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions, if required of new members, shall be determined as of the time of admission to the limited liability company.

A Member's interest in the limited liability company may not be sold or otherwise transferred except with written consent of all the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VII.**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company 1200 BRICKELL AVENUE, SUITE 800, MIAMI, FL 33131 and the name of the company's initial registered agent at that address is Pedro Luzquinos PA, 8670 Taft Street, Pembroke Pines, FI 33024

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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.



MIGUEL ANGEL BRICEÑO MATHEUS

AMBR

DATED 01/24/2019



PEDRO LUZQUINOS

REGISTERED AGENT

DATED 01/24/2019

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