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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION**STUDY ZONE OF SOUTH FLORIDA, INC.**

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ARTICLES OF INCORPORATION

OF

STUDY ZONE OF SOUTH FLORIDA, INC.

THE UNDERSIGNED, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be: STUDY ZONE OF SOUTH FLORIDA, INC.

ARTICLES II

The principal place of business and the mailing address of this corporation shall be: 10209 SPYGLASS WAY, BOCA RATON, FL 33498.

ARTICLES III

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. The specific purpose for which the corporation is organized shall be to provide free tutoring and scholarships for low performing and economically deprived children.

ELKINS & FREEDMAN
2101 West Commercial Blvd.
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Fort Lauderdale, Florida 33309
(954) 733-1330
Attorney: RICHARD L. FREEDMAN, ESQUIRE
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TALLAHASSEE, FLORIDA

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2. To solicit funds and donations in kind and from time to time to further the purpose of this corporation.

3. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purpose of the corporation.

4. No part to the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for corporation affecting one or more of its purpose), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.

5. Notwithstanding any other provision of these Articles, the corporation shall not carry any activities not permitted to be conducted or carried on by an organization exempt for taxation under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

6. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or 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 of organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Seminole County, Florida in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purpose.

7. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Law of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

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ARTICLE IV

The manner in which the directors are elected or appointed shall be stated in the bylaws.

ARTICLE V

The name and street address of the initial registered agent shall be: MURRAY DANZ, 10209 SPYGLASS WAY, BOCA RATON, FL 33498.

ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation shall be: GEORGE NELSON, 9610 CONCHSHELL MANOR, PLANTATION, FL.

ARTICLE VII

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors. The name of the Officers and office they shall hold until the first election shall be:

PRESIDENT - MURRAY DANZ

VICE PRESIDENT - GEORGE NELSON

SECRETARY - IRENE DANZ

TREASURER - IRENE DANZ

ARTICLE VIII

The members of the Board of Directors shall never be less than three (3) in number. Initial the Board of Directors shall consist of four (3) persons whose name and addresses are as follows and who shall serve as Directors until the first election:

MURRAY DANZ, 10209 SPYGLASS WAY, BOCA RATON, FL 33498

GEORGE NELSON, 9610 CONCHSHELL MANOR, PLANTATION, FL. 33324

IRENE DANZ, 10209 SPYGLASS WAY, BOCA RATON, FL 33498

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ARTICLE IX

These Article of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE X

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purposes and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE XI

The Corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors shall be elected or appointed in accordance with the By-laws.

The undersigned incorporator has executed these Articles of Incorporation this 10 day of

AUGUST 2000


INCORPORATOR

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 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.

First-That STUDY ZONE OF SOUTH FLORIDA, INC.

(Name of Corporation)

desiring to organized under the laws of the State of FLORIDA

(Florida)

with its principal office, as indicated in the articles of incorporation has named MURRAY DANZ

(Name of Registered Agent)

located at 10209 SPYGLASS WAY

(PO Box not Acceptable)

City of BOCA RATON

(City)

County of PALM BEACH

(County)

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AS 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 ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Murray Danz
Registered Agent

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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