

Division of Corporations

Page 1 of 2

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3/2/01  
3/13/01**Florida Department of State**

Division of Corporations

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 MAR 15 PM 3:01**FLORIDA NON-PROFIT CORPORATION**~~Vertex Computers, Inc.~~  
Vertex Technological Institute, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

W-4889

## ARTICLES OF INCORPORATION

Of

### Vertex Technological Institute, Inc.

We the undersigned acting as incorporators do hereby subscribe these Articles of Incorporation for the purpose of forming a non profit corporation under the laws of the State of Florida, Chapter 617, and subject to the following provisions.

#### ARTICLE ONE

The name of the corporation shall be:

Vertex Technological Institute, Inc.

The principal place of business of this corporation shall be:

1400 South Dixie Highway  
Pompano Beach, Florida 33060

Other offices for the transaction of business may be located wherever the President or Vice President may deem necessary or expedient.

#### ARTICLE TWO

This corporation shall be perpetual existence unless dissolved according to law and shall engage in any activity or business permitted a non-profit entity under the laws of the United States, of the State of Florida and within the restrictions of Internal Revenue Code 501(C)(3).

#### ARTICLE THREE

The purpose of which the corporation is organized is: This is a non-stock, non-profit corporation. This corporation will engage in, but shall not be limited to a computer-skills training center.

The purposes for which the corporation is organization are exclusively charitable, scientific, literary, and educational within the meaning of section 501(C)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Said corporation is organized exclusively for charitable, religious, and educational purposes including, for such purposes, the making of distributions to organization that qualify as exempt organizations under Section 501(C)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States

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Internal Revenue law. Notwithstanding any other provision of these articles, the organization shall not carry on any activities that are not permitted by an organization exempt from Federal income tax under section 501(C)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, 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 corresponding section of any future Federal tax code or (b) by a corporation contribution to which are deductible under Section 170 (C)(2) of the Internal Revenue Code.

No part of the net earnings of the corporation shall inure to the benefits of or be distributable to its members, trustees, directors, officers or any private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of Section 501(C)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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.

#### ARTICLE FOUR

The qualifications for members and the manner of their admission are: The conditions for membership shall be stated in the bylaws.

#### ARTICLE FIVE

The corporation shall have (3) Directors initially. The numbers of Directors may be increased or decreased from time to time in such a manner as may be prescribed by the By-Laws, but shall always be at least one (1), but not more than seven (7).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and serves at the request of this corporation, as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of this corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such person for all legal and other expense reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

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No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are peculiarly or otherwise interested in, or are directors, or officers, of such other corporation. Any director, individual, or any firm of which any director may be a member, party to, or may be peculiarly or to otherwise interested in any contract or transactions of the corporation, provided the fact this his interest should be disclosed or should have been known to the Board of Directors. Such members hereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken, an any director of the corporation who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such director or officer of such other corporation or not so interested.

#### ARTICLE SIX

The names and addresses of the members of the first Board of Directors and officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

##### I. Board of Directors:

*Name:*

Ralph Girard, President  
(954) 788-3499

Mariette Girard  
(954) 788-3499

Hornans Saint-Fleur  
(561) 638-0181

*Address:*

411 N.W. 41 Street  
Pompano Beach, Fl 33064

411 N.W. 41 Street  
Pompano Beach, Fl 33064

564 N.W. 48 Avenue  
Delray Beach, Fl 3345

#### ARTICLE SEVEN

This corporation is organized under a non-stock basis.

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### ARTICLE EIGHT

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or the Federal, State, or Local Government for exclusive public purpose.

### ARTICLE NINE

The names and addresses of each incorporator are:

Ralph Girard, President  
(954) 788-3499

411 N.W. 41 Street  
Pompano Beach, Fl 33064

Mariette Girard  
(954) 788-3499

411 N.W. 41 Street

Hornans Saint-Fleur  
(561) 638-0181

564 N.W. 48 Avenue  
Delray Beach, Fl 3345

### ARTICLE TEN

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to their reservation.

### ARTICLE ELEVEN

Directors of the corporation shall not be liable to either the corporation or it's members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or it's members; (2) acts or omissions not in good faith or which involves intentional misconduct or a knowing violation of law; (3) a transaction from which the director derived an improper personal benefit.

These Articles of Incorporation may be amended in the manner provided by law. The Board of Directors shall approve every amendment.

#### ARTICLE TWELVE

Upon election of a Board of Directors, such Board of Directors shall manage the business affairs of this corporation without the necessity of other authority from the stockholders except as by law or in these Articles otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of Board of Directors holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the By-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote in the same manner provided by law whether said stock shall be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

#### ARTICLE THIRTEEN

The Registered Agent for Service of Process in the State of Florida and its registered office shall be:

Harvey, Branker & Associates  
3121 W. Hallandale Beach Boulevard  
Suite #112  
Pembroke Park, Florida 33009

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**ARTICLE FOURTEEN**

The undersigned incorporator(s) had (have) executed these Articles of Incorporation this  
2nd of March 2001.

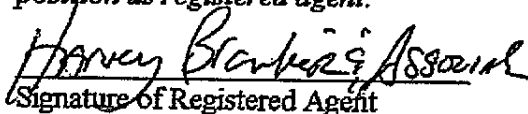
Signature of Incorporator(s)

  
Name

3/12/01  
Date

**STATE OF FLORIDA  
COUNTY OF BROWARD**

*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.*

  
Signature of Registered Agent

3/12/2001  
Date

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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