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FLORIDA NON-PROFIT CORPORATION

WEST LABORATORY SCHOOL PTO, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

**ARTICLES OF INCORPORATION
OF
WEST LABORATORY SCHOOL PTO, INC.**

I, the undersigned natural person, being of the age of eighteen years or more, acting as incorporator in compliance with Chapter 617 of The Florida Statutes (Not for Profit), adopt the following Articles of Incorporation and hereby certify:

Article I: NAME

Section 1.01. The name of the Corporation shall be West Laboratory School PTO, Inc., (the "Corporation").

Article II: DURATION

Section 2.01. The period of duration of this Corporation is perpetual.

Article III: PRINCIPAL OFFICE

Section 3.01. The principal place of business and mailing address for this Corporation shall be West Laboratory School PTO, c/o Karen Bzdyk, 5300 Carillo Street, Coral Gables, Florida 33146.

Article IV: PURPOSE AND POWERS

Section 4.01. The purpose for which this Corporation is organized is the transaction of any or all lawful business for which non-profit corporations may be incorporated under the laws of Florida and which are reasonably related and substantially similar to the foregoing and following purposes and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in Chapter 617 of the Florida Statutes.

Section 4.02. Specifically, this Corporation is being organized to promote the education and welfare of the students of West Laboratory School.

Section 4.03. The Corporation is organized exclusively for educational and charitable purposes as well as to support West Laboratory School in the provision and enhancement of services to the students of West Laboratory School. The purposes of the Corporation include the making of distributions to corporations that qualify as exempt corporations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4.04. The Corporation shall have the same powers as an individual to do any and all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles.

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Article V: REGISTERED AGENT

Section 5.01. The name of the registered agent and the street address of the registered office of the Corporation are as follows:

**Karen Bzdyk, Esq.
4500 Le Jeune Road
Coral Gables, Florida 33146**

Article VI: OFFICERS AND DIRECTORS

Section 6.01. The elected officers of this Corporation shall be President, Secretary and Treasurer, which may change, from time to time by amendment of the Bylaws. The elected officers shall serve as directors of the Corporation. Officers shall assume their official duties at the close of the last regular meeting of the school year and shall serve for the term of one (1) year or until their successors are elected.

Section 6.02. The manner in which officers and directors are to be elected or appointed shall be specified by the Code of Bylaws.

Section 6.03. There shall always be at least three (3) directors of the Corporation. The number of directors of the Corporation and their qualifications shall be specified, from time to time, by the Code of Bylaws, which number may be increased or decreased (but not below three) from time to time by amendment of the Bylaws.

Section 6.04. The names and addresses of the initial officers and directors of the Corporation are as follows:

**Karen Bzdyk, President and Director
Address: 5300 Carillo Street, Coral Gables, FL 33146
Victor Fernandez-Cuervo, Treasurer and Director
Address: 5300 Carillo Street, Coral Gables, FL 33146
Dulce Gierson, Secretary and Director
Address: 5300 Carillo Street, Coral Gables, FL 33146**

Article VII: BYLAWS

Section 7.01. The Board of Directors of the Corporation shall have the power to make, alter, amend, or repeal the Bylaws of the Corporation, subject to the restriction that a unanimous vote of the Directors is necessary to take these actions.

Section 7.02. The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party

because the director or officer is or was a director or officer of the Corporation against reasonable expenses incurred by the director or officer in connection with the proceeding.

Article VIII: LIMITATION ON ACTIVITIES

Section 8.01. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth herein.

Section 8.02. 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 except as authorized under the Internal Revenue Code.

Section 8.03. Notwithstanding any other provisions 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 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IX: DISSOLUTION

Section 9.01. Upon dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to West Laboratory School. If West Laboratory School ceases to exist, the remaining assets of West Laboratory School PTO shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then 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 X: NON-STOCK

Section 10.01. This Corporation shall be organized upon a non-stock basis.

Article XI: INCORPORATOR

Section 11.01. The name and address of the Incorporator of the Corporation is as follows:

**Karen Leslie Bzdyk, PTO President
c/o West Laboratory School
5300 Carillo Street
Coral Gables, Florida 33146**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Karen L. Bzdyk, Esq./Registered Agent

10/5/01
Date



Karen L. Bzdyk, PTO President/Incorporator

10/5/01
Date

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