

NO2000002177

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Venord College, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Bob L. Harris
Name (Printed or typed)

311 South Bronough
Address
Suite 200
Tallahassee, FL 32301
City, State & Zip

850-222-3471
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

RECEIVED
02 MAR 26 AM 9:57
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

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-03/26/02--01020--008
*****70.00 *****70.00

FILED
2002 MAR 26 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓
3/26/02

**ARTICLES OF INCORPORATION
OF
VENORD COLLEGE, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

FILED
2002 MAR 26 PM 12: 52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator of a Florida corporation under the Florida Not For Profit Corporation Act, hereby causes to be delivered the following Articles of Incorporation for such Corporation pursuant to Section 617.1807 of the Florida Statutes:

ARTICLE 1

NAME

The name of the Corporation is Venord College, Inc.

ARTICLE II

ADDRESS

The address of the principal office and mailing address of the Corporation is 1510 East Colonial Drive, Suite 300, Orlando, Florida 32803.

ARTICLE III

PURPOSE

The exclusive purposes for which this Corporation is formed are as follows:

The Corporation is organized and shall be operated exclusively as a tax-exempt educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Internal Revenue Code") and to such end, and within such restriction, the Corporation is organized for the following purposes:

- A. To own and operate a post secondary collegiate educational institution;
- B. To engage in, encourage and support all lawful activities that may be necessary,

desirable or appropriate for the furtherance, accomplishment or attainment of goals consistent with the operation of such an educational institution, and to cooperate with any and all individuals, groups, cooperations, organizations and agencies engaged in fostering, supporting or carrying on similar purposes; and

C. To receive and maintain real or personal property, or both, by merger, acquisition, or otherwise, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and Regulations issues pursuant thereto, as they now exist or as they may hereafter be amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV

POWERS: LIMITATIONS

A. **Powers.** The Corporation shall possess and exercise all the powers and privileged granted by Chapter 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary and appropriate to the conduct, promotion or attainment of the purposes of the Corporation, limited only by the restrictions set forth in these Articles.

B. **Limitations.**

1. The Corporation is organized as a corporation not for profit and no part of its income shall ever be distributed to any director, officer or any private individual, provided, however, reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

2. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign of any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and applicable Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and applicable Treasury Regulations as they now exist or as may be amended or (iii) by a corporation not for profit under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE V

ELECTION OF DIRECTORS

The Directors will be elected in the manner as stated in the Bylaws of the Corporation, and the number of Directors will be in accordance with Section 617.0803, Florida Statutes.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1510 East Colonial Drive, Suite 300, Orlando, Florida, 32803, and the name of the initial Registered Agent of the Corporation is Jean Michel Venord.

ARTICLE VII
INCORPORATOR

<u>Name</u>	<u>Address</u>
Jean-Michel Venord	1510 East Colonial Drive, Suite 300 Orlando, Florida 32803

ARTICLE VIII
DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all remaining assets of the Corporation in such proportions as they may determine to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or any corresponding provision of any future United States Revenue Law.

ARTICLE IX
DISSOLUTION

- A. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on “undistributed income” imposed by Section 4942 of the Code, or any corresponding provisions of any future United States Revenue Law.
- B. The Corporation shall not engage in any act of “self-dealing,” as defined in Section 4941(d) of the Code or any corresponding provisions of any future United States Revenue Law.
- C. The Corporation shall not retain any “excess business holdings,” as defined in Section 4943(c) of the Code, or any corresponding provisions of any future United States Revenue Law.

D. The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code, or any corresponding provisions of any future United States Revenue Law.

E. The Corporation shall not make any "taxable expenditures," as defined in Section 4945(d) of the Code, or any corresponding provisions of any future United States Revenue Law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of March, 2002.


JEAN-MICHEL VENORD
Incorporator, President

ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Venord College, Inc., as made in the foregoing Articles of Incorporation inasmuch as I am familiar with the obligations of that position.

Date: 3-21-02


JEAN-MICHEL VENORD