

NO2000009511

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

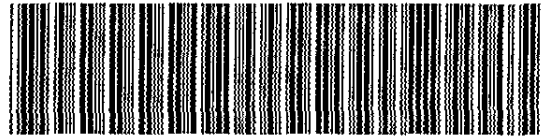
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800009317018

12/09/02--01059--006 **78.75

FILED

02 DEC -9 AM 11:04

SECRETARY OF STATE
TALLAHASSEE, FL 32399

g b/1

12-2-2002

TRANSMITTAL LETTER

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

SUBJECT: Academy For International Studies, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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 of
Status
ADDITIONAL COPY REQUIRED

FROM: Keith W. Davis Esq.
Name (Printed or typed)

309 Lake Avenue
Address

Lake Worth, FL 33460
City, State & Zip

(561) 586-7116
Daytime Telephone number

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

ARTICLES OF INCORPORATION
OF
ACADEMY FOR INTERNATIONAL STUDIES, INC.

FILED
02 DEC -9 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, as the incorporator and on behalf of a not-for-profit, non-stock Corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I – NAME AND ADDRESS

Section 1.1. The name and street address of this Corporation is Academy for International Studies, Inc., (the "Corporation"). The street address is 757 Lighthouse Drive, North Palm Beach, Florida 33408, in Palm Beach County. The mailing address is 757 Lighthouse Drive, North Palm Beach, Florida 33408.

ARTICLE II – PURPOSE

Section 2.1. The purpose for which this Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by the contributions to organizations that qualify as exempt organizations 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.

Section 2.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code and the regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.

ARTICLE III – DURATION

Section 3.1. The duration of this Corporation shall be perpetual.

ARTICLE IV – NON-STOCK CORPORATION

Section 4.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act.

ARTICLE V – REGISTERED OFFICE AND AGENT

Section 5.1. The address of the registered office is 309 Lake Avenue, Lake Worth, Florida 33460, and the name of the registered agent at that address is Keith W. Davis, Esquire.

ARTICLE VI- DIRECTORS

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the By-laws, the exercise of any powers or actions of the Board shall require approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than three (3) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to, the following:

Section 6.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.

Section 6.1.2. Adoption of By-laws.

Section 6.1.3. Adoption of amendments to the Articles of Incorporation or to the By-laws.

Section 6.1.4. Organization of a subsidiary or affiliate by the Corporation.

Section 6.1.5. Approval of any merger, consolidation or sale or other transfer of all or any portion of the assets of the Corporation.

Section 6.2. The initial Board of Directors shall consist of the following members:

Keith W. Davis, Esq.
323 Leigh Road
Tequesta, Florida 33469

Michael G. Ferris
11402 Dolphin Lane
North Palm Beach, Florida 33408

Michele Haire
5315 Ridan Way
Palm Beach Gardens, Florida 33418

Angela E. Mileham
531 Kalmia Drive, #1
Lake Park, Florida 33403

ARTICLE VII – PROHIBITED ACTIVITIES

Section 7.1. 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 private persons, except that the

Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 7.2. 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.

Section 7.3. 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 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.

Section 7.4. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 7.5. The Corporation shall not engage in any act of self-dealing as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 7.6. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 7.7. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 7.8. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII – DISSOLUTION

Section 8.1. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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 IX – MEMBERS

Section 9.1. This Corporation shall have a membership consisting of the Board, as it shall be composed and as it shall serve from time to time. Directors shall be elected to the Board in a manner as set forth in the By-laws.

ARTICLE X – AMENDMENTS

Section 10.1. These Articles of Incorporation may be amended from time to time in the manner and with the vote as may be provided by law.

ARTICLE XI – BYLAWS

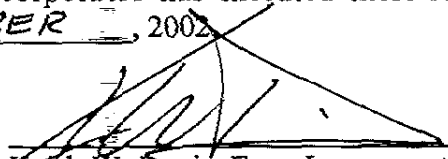
Section 11.1. The Board shall adopt By-laws for the government of the Corporation, which shall be subordinate only to these Articles of Incorporation, the laws of the State of Florida, and the Laws of the United States of America. The By-laws may be amended from time to time by the Board.

ARTICLE XII – INCORPORATOR

Section 12.1. The name and address of the person signing these Articles is:

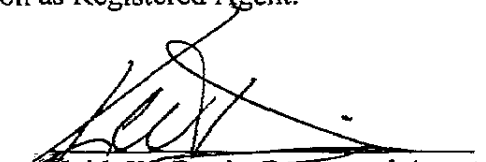
Keith W. Davis, Esq.
309 Lake Avenue
Lake Worth, Florida 33460

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


Keith W. Davis, Esq., Incorporator

CERTIFICATE ACCEPTING APPOINTMENT FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA

Having been named as Registered Agent and to accept Service of Process for The Academy for International Studies, Inc. at the place designated in these Articles, 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.


Keith W. Davis, Registered Agent

State of Florida)
)ss.
County of Palm Beach)

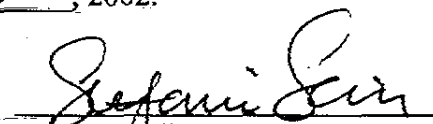
BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, appeared Keith W. Davis, who

☒ is personally known to me, or

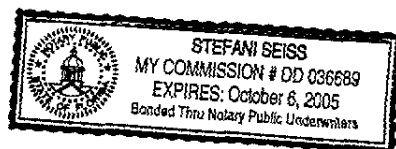
[] produced a(n) _____ as identification,

who did / did not take an oath and who executed the foregoing Articles of Incorporation before me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 2nd day of December, 2002.


Notary Public
State of Florida

My commission expires:



FILED
02 DEC -9 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA