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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

spanish academies, inc.

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ARTICLES OF INCORPORATION

The undersigned, acting as incorporator (s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt (s) the following Articles of Incorporation

ARTICLE I

Name

The name of the corporation should be:

SPANISH ACADEMIES, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

1000 West McNab Road # 161
Pompano Beach, Fl. 33069

ARTICLE III

Purpose(s)

The specific purpose(s) for which the corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of The Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV

Manner of election of directors

The manner in which the directors are elected or appointed is as follows:
The directors are elected by the Board of Directors without members having a vote thereon

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**ARTICLE V
INITIAL BOARD OF DIRECTORS.**

Name:	Dr. LEO CARDONA	PRESIDENT
Address:	1000 West McNab Road # 161 Pompano Beach, Florida 33069	
Name :	JUDITH A. SMITH	VICE PRESIDENT
Address:	1000 West McNab Road # 161 Pompano Beach, Fl. 33069	
Name:	ELIZABETH A. WHITNEY	SECRETARY
Address:	1823 Golden Ponds Drive Fort Pierce, Fl. 34945	
Name:	LUCIANO MARTINEZ	
Address:	1427 South Congress Avenue West Palm Beach, Fl. 33406	
Name:	BERNARDO GARCIA	
Address:	557 106 th Avenue North Naples, Fl. 34108	

**ARTICLE VI
Limitations of Corporation's Powers**

The corporate powers of this corporations are as provided in section 617.0302, Florida Statutes, unless limited are as follow:

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 pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article Three hereof. 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 on in opposition to any candidate for public office. 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) 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..

2.-Upon the dissolution of the corporation, asset shall be distributed for one or more exempt purpose 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 the 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 country in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes

ARTICLE VII

Initial registered agent and street address

The name and the address of the initial registered agent is:

MARVIN B. SEIDMAN
2600 S.W. 3RD AVENUE
SUITE # 800 B
MIAMI, FL. 33129

ARTICLE VIII

Incorporators

The name (s) and the street address (es) of the incorporators (s) for these articles of incorporation is (are):

Marvin Seidman
2600 S.W. 3RD Avenue # 800 B
Miami, Fl. 33219

The undersigned incorporators (s) has (Have) executed these Articles of Incorporation
this 13th day of December, 2002
Signature (s) of incorporator (s)


Marvin B. Seidman

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

PERSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 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.

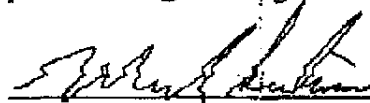
1.- The name of the corporation is:

SPANISH ACADEMIES, INC.

2.- The name and address of the registered agent and office is:

MARVIN B. SEIDMAN
2600 S.W. 3RD AVENUE
SUITE # 800 B
MIAMI, FL. 33129

Having been named as registered agent and 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 obligation of my
position as registered agent.


Signature

December 13, 2002
Date

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