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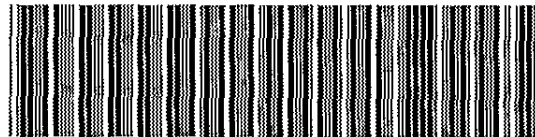
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TALLAHASSEE, FLORIDA

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December 26, 2002

E-MAIL ADDRESS

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

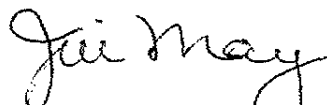
To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$87.50** for the applicable filing fees and fees to obtain a **Certified Copy** of the **Articles of Incorporation** and **Certificate of Status** for the following entity:

COMMUNITY ALLIANCE FOR EDUCATION, INC.

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,


Jill W. May, Paralegal

/jwm
Enclosures

**ARTICLES OF INCORPORATION
OF
COMMUNITY ALLIANCE FOR EDUCATION, INC.**

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TALLAHASSEE, FLORIDA

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

I. ARTICLE - NAME

The name of the corporation shall be COMMUNITY ALLIANCE FOR EDUCATION, INC.

II. ARTICLE - PURPOSES

The purposes for which the corporation is organized are:

In particular, to facilitate the enhanced educational enrichment and academic achievement of students attending public schools in Orange County, Florida, by actively engaging business, community and educational leaders to develop and apply programs and initiatives for use by Orange County students at no cost.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

The purposes for which this corporation is organized shall be limited to those which are strictly charitable and educational. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code

EFFECTIVE DATE
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of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

Provided, however, that: (i) the income of the corporation for each taxable year must be distributed at such time and in such manner so as not to subject the corporation to the tax imposed by Section 4942 of the Code; (ii) the corporation shall not engage in any act of self dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investment in such a manner so as to subject the corporation to taxation under Section 4944 of the Code, or make any taxable expenditure (as defined in Section 4945(d) of the Code), and (iii) the corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex, or age.

The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

III. ARTICLE - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

IV. ARTICLE - MEMBERS

This Corporation shall have no Members.

V. ARTICLE - TERM OF EXISTENCE

The corporation shall have perpetual existence.

VI. ARTICLE - EXECUTIVE COMMITTEE/OFFICERS

The affairs of the corporation shall be managed by an Executive Committee elected by a majority vote of the Board of Directors from among the current members of the Board of Directors consisting of a President, Vice President, Secretary and Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

VII. ARTICLE - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Ray Bazzi	President
Carol Adams	Vice President
Rick Roach	Secretary
Marilyn Simmons	Treasurer

VIII. ARTICLE - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Ray Bazzi	1013 Montana Street Orlando, Florida 32803
Carol Adams	2310 Ashington Park Drive Apopka, Florida 32703
Rick Roach	1013 Montana Street Orlando, Florida 32803
Marilyn Simmons	7359 Lake Underhill Rd. Orlando, FL 32822

The number of directors shall be fixed in the By-Laws of this corporation. Directors shall be elected as provided in the By-Laws of this corporation, provided that in no event shall this corporation have fewer than three (3) directors.

IX. ARTICLE - BY-LAWS

The By-Laws of the corporation shall be initially approved and may be altered or rescinded by a majority vote of the Board of Directors.

X. ARTICLE - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

XI. ARTICLE - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

XII. ARTICLE - EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be December 21, 2002.

XIII. ARTICLE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

1013 Montana Street
Orlando, Florida 32803

The name of the initial registered agent of this corporation shall be:

Ray Bazzi

XIV. ARTICLE - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS

The principal office and/or mailing address of this corporation shall be:

1013 Montana Street
Orlando, Florida

XV. ARTICLE - INCORPORATOR

The following is the name and street address of the incorporator signing these

Articles:

Carol Adams
2310 Ashington Park Drive
Apopka, Florida 32703

IN WITNESS WHEREOF, I have set my hand and seal this 23 day of December,
2002.


Carol Adams

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of
COMMUNITY ALLIANCE FOR EDUCATION, INC., I hereby accept and agree to act in this
capacity.

Dated: December 23, 2002


Ray Bazzi

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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