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FLORIDA NON-PROFIT CORPORATION

above all academy of learning, inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF INCORPORATION
OF

ABOVE ALL ACADEMY OF LEARNING, INC.

7

ARTICLE 1: NAME

The name of the Corporation shall be: Above All Academy Of Learning, Inc., hereinafter referred to as the "Corporation".

ARTICLE 2: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation and the mailing address is 3836 Collinwood Lane, WFLA Florida 33406

ARTICLE 3: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE 4: PURPOSES

The Corporation is organized and operated exclusively for charitable, religious and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or (2) by a corporation. Contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 5: RESTRICTION ON ACTIVITIES

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 purposes set forth in Article 4 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 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) 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 6: BUSINESS AND POWERS

The Non-Profit Corporation may engage in any activity or -business permitted under the laws of the United States and of the State of Florida including but not limited to the following rights:

Annette Cassells, CPA
4801 S. University Drive #118
Ft. Lauderdale, FL 33328
954-252-1065

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SECTION A: To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this Corporation, or business of a similar nature, with any person, corporation, private, public or municipal, body politic under the Government of the United States or any state, territory, or possession thereof or any foreign government so far as and to the extent that the same may be done and performed by corporations organized under the corporation laws of this state.

SECTION B: To carry on its operations and conduct business in any state, in the District of Columbia, in any territory, dependency, or possession of the United States, and in any foreign country.

SECTION C: To borrow or raise money without limit as to amount; to sell, create security interests in, pledge and otherwise dispose of and/or realize upon books of accounts and other choses in action; to make, draw, accept, endorse, execute, and issue bonds, debentures, notes or other obligations of any nature or in any manner for money so borrowed or in payment for property purchased or for any other of the objects or purposes of this Corporation, and to secure the principal thereof and the interest thereon by mortgage upon, or creation of security interest in, or pledge of or conveyance or assignment in trust of, the whole or any part of the property, real or personal, of this Non-Profit Corporation, wherever situated and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the Board of Directors may from time to time determine, to sell, exchange, pledge, offer for discount or otherwise dispose of any or all such bonds, debentures, notes or other obligations.

SECTION D: To lend money to other persons, partnerships, associations, and corporations, secured by mortgage or other lien on real estate, or pledge of security interests in personal property, or without security, but only to the extent permitted a business corporation under the non-profit corporation law of this state.

SECTION E: To acquire, by purchase, exchange, or otherwise, all or any part of, or any interest in, the properties, assets, business, and goodwill of any one or more persons, firms, associations, or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this state; to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate sell or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, associations, or corporations, and to conduct the whole or any part of any business thus acquired.

SECTION F: To acquire by purchase, exchange, lease, or otherwise and to own, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, create security interests in, pledge, or otherwise dispose of or deal in and with, real and personal property of every class or description and rights and privileges therein wheresoever situate.

SECTION G: To employ, hire, and appoint corporations, firms, and individuals in any and all parts of the world to act as agents for this Corporation in such capacity and on such conditions as may be determined from time to time by the Board of Directors.

SECTION H: To invest and deal with the funds of this Non-Profit Corporation in any manner, and to acquire by purchase or otherwise the stocks, bonds, notes, debentures, and other securities and obligations of any government, state, municipality, corporation, association, or partnership, domestic or foreign and, while owner of any such securities or obligations, to exercise all the rights, powers, and privileges of ownership, including among

other things, the right to vote thereon for any and all purposes.

SECTION I: To enter into any partnership, limited or general, as a limited or general partner, or both, and to enter into any other arrangement for sharing profits, union of interest, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal, or public authority, domestic or foreign, in the carrying on of any business which this Non-Profit Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient, or incidental to carrying out any of the purposes of this Corporation.

SECTION J: To organize or cause to be organized under the laws of any state of the United States, or the District of Columbia, or of any territory, dependency, or possession of the United States, or any foreign country, a corporation or corporations for the purpose of transacting, promoting, or carrying on any or all of the objects or purposes for which this Non-Profit Corporation is organized, and to dissolve, wind up, liquidate, merge, or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged, or consolidated.

SECTION K: From time to time to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the employees, including directors and officers of this Non-Profit Corporation or of any corporation in which or in the welfare of which the corporation has an interest, and those actively engaged in the conduct of this Non-Profit Corporation's business in the profits of the corporation and its legitimate expenses, and for the furnishing to such employees and persons or any of them, at this Corporation's expense, of medical services, insurance against accident, sickness, or death, pensions during old age, disability, or unemployment, education, housing, social services, recreation, or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

SECTION L: To cause or allow the legal title, or any estates, rights, or interests in any property owned, acquired, controlled, or operated by this Corporation to remain or to be vested in the name of any person, firm, organization, association, or corporation, as agent, trustee, or nominee of this Non-Profit Corporation, upon such terms or conditions which the Board of Directors may consider for the benefit of this Non-Profit Corporation.

SECTION M: To carry on any of the businesses hereinbefore enumerated for its own account, or for the account of others, and to act as agent for others with respect to any of such businesses and to carry on any other business which may be deemed by it to be calculated directly or indirectly to effectuate or facilitate the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights; and to aid, conduct, manage, or operate any lawful enterprise in relation to the foregoing.

SECTION N: To have one or more offices and to do each and every thing necessary or proper for the accomplishments of one or more of the purposes or the attainment of any one or more of the objects hereinbefore enumerated, or conducive to or expedient for the interest or benefit of the Corporation and, in general, to enjoy all the rights and privileges of the Corporation not for profit governed by the laws of the State of Florida, it being

expressly provided that the enumeration of any specific business or power herein shall not be held to limit or restrict in any manner any other business or power of said Corporation.

ARTICLE 7: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 3836 Collinwood Lane, WPB, Florida 33406, and Tairetha Foster is the registered agent of the Corporation at this address.

ARTICLE 8: BOARD OF DIRECTORS

The initial Board of Directors shall consist of five (5) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. All directors shall be selected as provided for in the bylaws.

The following persons are to serve on the initial Board of Directors:

Tairetha C. Foster
3836 Collinwood Lane
West Palm Beach, Florida 33406

Desha L. Turner
6944 3rd Street
Jupiter, Florida 33458

Roy J. Foster
3836 Collinwood Lane
West Palm Beach, Florida 33406

ARTICLE 9: OFFICERS

The officers of the Corporation shall be a President, Secretary, Treasurer, and such other officers as may be provided by the bylaws or deemed necessary by the Board of Directors.

ARTICLES 10: MANAGEMENT

The Corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida including, without limitation, the power:

SECTION A: To hold meetings, to have one or more offices, and to keep the books of the Corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Florida, as may from time to time be designated by the Board.

SECTION B: To make, alter, and repeal By-Laws of the Non-Profit Corporation, subject to the reserved power of the stockholders to make, alter and repeal By-Laws.

SECTION C: To determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of the members, and no member shall have any right to inspect any account, record, book, or document of the Corporation, except as conferred by the laws of the State of Florida.

SECTION D: To fix and determine from time to time an amount to be set apart out of any of the funds of the Corporation available for a reserve or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.

SECTION E: To make lawful disposition of any paid-in capital or capital surplus, or create any reserves out of the same, or charge to the same organization expenses or other similar expenses properly chargeable to capital account.

SECTION F: From time to time in such manner and upon such terms and conditions as may be determined by the Board, to provide and carry out and recall, abolish, revise, alter, or change one or more plan or plans for: The participation by any or all of the employees, officers, or Directors of the Non-Profit Corporation, or of any subsidiaries in the profits of the Non—Profit Corporation, or of any subsidiaries, at the expense, wholly or in part, of the Nonprofit Corporation, of insurance against accident, sickness or death, pensions during old age, disability, or unemployment, or retirement benefits.

SECTION G: From time to time to authorize and issue obligations of the Non—Profit Corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redeemability, subordination, convertability, or otherwise and with such maturities, as the Board in its sole discretion may determine, and to authorize the mortgaging or, granting a security interest in, or pledging of, as security therefor, any part or all the property of the Non—Profit Corporation, real or personal, including after acquired property.

ARTICLE 11: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present: provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ARTICLES 12: MINIMUM CAPITAL

The amount of capital with which this Corporation will begin business shall not be less than fifty (\$50.00) dollars.

ARTICLE 13: INDEBTEDNESS

The highest amount of indebtedness or liability to which this Non—Profit Corporation may at any time subject itself to is unlimited.

ARTICLE 14: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt under Section 501(c) (3) of the internal Revenue Code.

ARTICLE 15: EFFECTIVE DATE

The effective date of this non—Profit Corporation shall be the date as filed in the Secretary of State's Office in Tallahassee, Florida

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ARTICLE 16: INCORPORATION

The incorporator of the Corporation is as follows: Tairetha C. Foster
3836 Collinwood Lane
West Palm Beach, Florida 33406

IN WITNESS WHEREOF, I Tairetha C. Foster, the undersigned incorporator to these Articles of Incorporation, have affixed my signature on this 29 day of May, 2003.

Tairetha C. Foster

Tairetha C. Foster FR36803576250

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was sworn to before me this 29 day of May, 2003, by Tairetha C. Foster, who personally appeared before me at the time of notarization, and who is personally known to me or has produced a Florida Drivers License as identification.



Jamie L. Arit
Commission #00166332
Expires: Nov 18, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

NOTARY PUBLIC

SIGN: Jamie L. Arit
PRINT: Jamie L. Arit
STATE OF FLORIDA AT LARGE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to the provisions of Section 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First - That Above All Academy Of Learning, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of West Palm Beach, County of Palm Beach, State of Florida, has named Tairetha C. Foster, 3836 Collinwood Lane, WPB, Florida 33406, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

- Acceptance of Agent -

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: Tairetha C. Foster

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