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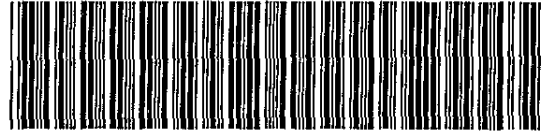
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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July 30, 2003

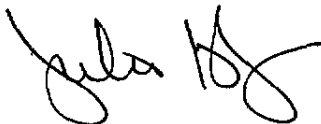
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Cranium Capital, Inc.

Enclosed is an original and one (1) copy of the non for profit articles of incorporation for Cranium Capital Inc. and a check for \$70. Please process the enclosed document and return the copy with the date and time stamp for the day processed.

FROM: Julio Gonzalez
7855 Southwest 33rd Terrace
Miami, FL 33155
305-262-7881

Thank you,

A handwritten signature in black ink, appearing to read 'Julio Gonzalez', with a stylized flourish at the end.

Julio Gonzalez
Executive Director

ARTICLES OF INCORPORATION
OF
CRANIUM CAPITAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Compliance with Chapter 617, F.S. (Not For Profit) and Section 501(C)(3)
Internal Revenue Code:

ARTICLE I: NAME/REGISTERED OFFICE

The name of this corporation shall be **Cranium Capital, Inc.**, located at **7855 Southwest 33rd Terrace, Miami, Florida 33155.**

ARTICLE II: PURPOSE

This corporation is organized exclusively for charitable purposes, more specifically to **provide assistance to South Florida--Miami-Dade, Broward, Palm Beach, Monroe, and Collier Counties—public school classrooms in an effort to provide an enriched learning experience to elementary, middle, and high school (pre-K to 12) students.** To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III: EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE IV: DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE V: MEMBERSHIP/BOARD OF DIRECTORS

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The corporation shall appoint an Executive Director who will coordinate the activities of the corporation and execute the will of the Board of Directors. The Executive Director shall have full authority to act on behalf of the corporation in all financial and legal matters.

The number of Directors constituting the first Board of Directors is three (3) their names and addresses being as follows:

Julio Gonzalez, 7855 Southwest 33rd Terrace, Miami, FL 33155
MatildeGonzalez, 7855 Southwest 33rd Terrace, Miami, FL 33155
Obdulia Mesa, 10964 Southwest 119th Street, Miami, FL 33176

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VI: PERSONAL LIABILITY

No officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII: DISSOLUTION

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 in such manner as the Board of Directors shall determine.

ARTICLE VIII: INCORPORATOR

The incorporator of this corporation is:

Julio Gonzalez
7855 Southwest 33rd Terrace
Miami, FL 33155
305.262.7881
julio@allgonz.com

The undersigned incorporator(s) certify(ies) that she/he/they execute(s) these articles for the purposes herein stated.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Julio Gonzalez/Registered Agent/Incorporator

7/30/03

Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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