

NO3000008701

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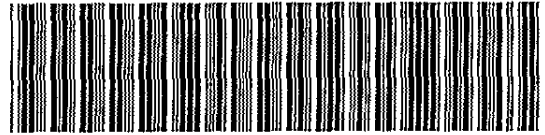
(Business Entity Name)

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TALLAHASSEE, FLORIDA
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TRANSMITTAL LETTER

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

SUBJECT: THE POSITIVE HABITS LEARNING INSTITUTE, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is 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

ADDITIONAL COPY REQUIRED

FROM: DAN ROBEY
Name (Printed or typed)

13484 SW 144TH
Address

MIAMI, FL 33186
City/State & Zip

305-238-1356
Daytime Telephone number

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

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ARTICLES OF INCORPORATION

OF

The Positive Habits Learning Institute, Inc.

The undersigned, acting as incorporator of The Positive Habits Learning Institute, Inc. A "Not for Profit" corporation under the Florida General Corporation Act, Chapter 617, adopts the following Articles Of Incorporation:

1. The name of the corporation shall be as stated above.
2. The period of duration is perpetual
3. **PURPOSE:** The purpose for which this corporation is organized is the transaction of any and all business for which non-profit corporations may be incorporated under the laws of the State of Florida, as may be amended from time-to-time, except that said corporation is organized exclusively for educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Laws.
4. **CHARACTER OF AFFAIRS:** The specific purpose for which this corporation is organized and intends actually to engage in this State, which shall not limit the character of the exempt activities which this corporation may ultimately conduct are as follows: The Positive Habits Learning Institute, Inc. shall support education in all aspects of personal growth, success, health and relationships. The Institute shall present regular lectures on positive habits for success, health and improved relationships and related topics, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3), or the corresponding provisions of any future United States Internal Revenue Laws.
5. **CORPORATE PROPERTY:** The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the 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 purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.
6. **LIMITATIONS:** 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 the furtherance of the purposes set forth in the articles 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 campaigns on behalf of any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or (b) the corresponding provisions of any future United States Internal Revenue Laws.

7. **DISSOLUTION:** Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, to such organization organized and operated exclusively for charitable, educational, religious purposes under the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding Section of any future Federal Tax Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court in the County where the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.
8. **PRIVATE PROPERTY.** The private property of the directors, members, officers, employees and agents of the corporation shall be forever exempt from any and all debts of every kind and nature incurred by the corporation, and as authorized by the laws of this State.
9. **INDEMNIFICATION:** The corporation shall indemnify every director, officer, employee and agent, or his or her heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit or proceedings to which he or she may be a party by reason of his or her being, or having been, a director, officer, employee or agent of the corporation, except in relation to those matters which he or she shall be adjudicated to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matter covered by the settlement as to which the indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this ARTICLE, expenses shall include amounts of judgments, penalties or fines rendered or levied against such director, officer, employee or agent, and the amounts paid in settlement by him or her shall have been first approved by the directors of this corporation.
10. **DIRECTOR'S LIABILITY.** No director of this corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that this article shall not be construed as eliminating or limiting the liability of a director for one or more of the following acts, namely (1) A breach of duty of loyalty to the corporation, (2) Any acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law, (3) The authorizing of an unlawful payment or distribution out of the corporate assets, (4) Any transaction made in the furtherance of the exempt purposes of the corporation which the director derived an improper personal benefit, or (5) Any act or acts that can be defined under the laws of this State as 'Director Conflicts Of Interest'.
11. **DISCRIMINATION:** The Corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.
12. The corporation shall be deemed to exist as a valid corporation under the Laws of the State Of Florida on the date in which the Articles Of Incorporation are filed in the office of the Secretary of State.
13. The initial principle place of business of the corporation shall be located at 13484 SW 144 Ter, Miami , Fl 33186
14. The number of directors constituting the initial board of directors of the corporation shall be three , whose name and address is as follows: Dan Robey who lives at 13484 SW 144 Ter, Miami, Fl 33186, Pam Robey who lives at 13484 SW 144 Ter., Miami, Fl. 33186, Gerald Robey who lives at 7400 SW 100th Ave, Miami, Fl 33173

15. The name of the initial Registered Agent in the State Of Florida authorized to accept service of process on behalf of the corporation is Dan Robey

16. The name and address of the incorporator will be as follows: Dan Robey who lives at 13484 SW 144 Ter, Miami, Fl 33186

Identification



Dan Robey
Incorporator

DATED ON 9/30/03

STATE OF FLORIDA)

)S/S

COUNTY OF DADE)

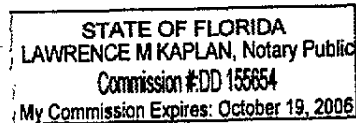
BEFORE ME, the undersigned authority, personally appeared Dan Robey, who is personally known to me or produced the above described identification to authenticate his identity, and who is the person described in and who subscribed to the forgoing Articles of Incorporation of The Positive Habits Learning Institute, Inc. a Florida Corporation, and who acknowledged before me that he did freely and voluntarily subscribe to the same for the uses and purposes therein described and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Miami, in Dade County Florida this 30 day of September 2003.

Lawrence M. Kaplan

NOTARY PUBLIC, State Of Florida at Large

My Commission expires: Oct. 19, 2006



CERTIFICATE DESIGNATING RESIDENT AGENT, PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA ON BEHALF OF A CORPORATION

IN COMPLIANCE WITH 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THE POSITIVE HABITS LEARNING INSTITUTE, INC. INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPLE PLACE OF
BUSINESS AT THE CITY OF MIAMI AND STATE OF FLORIDA HAS NAMED

Dan Robey , 13484 SW 144 Ter, Miami, Fl 33186

AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA

Dan Robey 9/30/03
Incorporator (date)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION. AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT
IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

[Signature] 9/30/03
Signature Resident agent (date)

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