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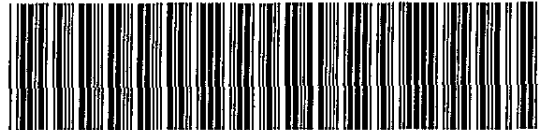
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3/4/05  
SA

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Dream School, Inc.

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by:

Name

Date

Time

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3/3/05 9:45

*ARTICLES OF INCORPORATION*  
*of*  
*DREAM SCHOOL, INC.*

**A Florida Corporation Not for Profit**

I, the undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, do hereby execute these Articles of Incorporation for the purpose of forming a corporation not-for-profit under the laws of the State of Florida.

**ARTICLE 1 - NAME**

The name of the Corporation is Dream School, Inc.

**ARTICLE 2 - PURPOSE**

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 corresponding section of any future federal tax code.

**ARTICLE 3 - MEMBERSHIP**

There will be no membership in the corporation.

**ARTICLE 4 - TERM OF EXISTENCE**

The term of existence of this corporation is perpetual.

**ARTICLE 5 - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 3200 North Military Trail, Suite 201, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation at that address is Shawne W. Blair.

**ARTICLE 6 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation and the mailing address shall be 3200 North Military Trail, Suite 201, Boca Raton, Florida 33431.

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## **ARTICLE 7 - INCORPORATOR**

The name and address of the Incorporator is Kristopher Soderman.

## **ARTICLE 8 - DIRECTORS**

The number of directors constituting the initial Board of Directors is four (4), and the names and addresses of the persons who are to serve as initial directors are:

Kristopher Soderman  
1835 Waldorf Drive  
Royal Palm Beach, FL 33411

Wendy Soderman  
1835 Waldorf Drive  
Royal Palm Beach, FL 33411

Shawne W. Blair  
3200 N. Military Trail #201  
Boca Raton, FL 33431

Lisa Belcastro  
1707 Carnage Brooke Drive  
Wellington, FL 33414

The manner and election of the directors shall be as stated in the By-laws.

## **ARTICLE 9 - BY-LAWS**

**SECTION 1.** The initial By-Laws of the corporation shall be adopted by a majority vote of the Board of Directors.

**SECTION 2.** The By-Laws may be made, amended or rescinded by a majority vote of the Board of Directors.

## **ARTICLE 10 - NEGATION OF PECUNIARY GAIN**

This corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificates of Stock or declare dividends. No part of its net earnings shall inure to the benefit of, or be distributed to, any member, director, officer or other private persons: provided, however, that this shall not be construed to prohibit the payment by the corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the corporation in furtherance of its purposes as described in Article 2.

## **ARTICLE 11 - PROHIBITION OF CERTAIN ACTIVITIES**

This corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities. Furthermore, this corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including, but not limited to, publishing or distributing statements regarding such campaigns.

Notwithstanding any provision of these Articles to the contrary, this corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501(c) (3) of the Internal Revenue Code of 1986 or with requirements for deductibility of contributions to the corporation under Section 170 of the Internal Revenue Code of 1986.

## **ARTICLE 12 – DISSOLUTION**

Upon the dissolution of this corporation in accordance with Florida law, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of this corporation, dispose of the remaining assets of this corporation exclusively for the purposes of this corporation and in accordance with the requirements for exemption under Section 501(c) (3) of the Internal Revenue Code of 1986. The assets may be distributed by the Board of Directors to any organization or organizations which qualify for exemption under Section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of the future United States Internal Revenue Law. Any assets not disposed of as provided shall be disposed of by the Circuit Court of Palm Beach County, or any other court having jurisdiction over this corporation in regard to its dissolution exclusively for the purposes of this corporation.

## **ARTICLE 13 - FEDERAL INCOME TAX**

This corporation shall, in order to satisfy the requirements of Section 501(c) (3), comply with all of the following:

- a) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- b) The corporation will not engage in any act of the self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- c) The corporation will not retain any excess business holding as defined in Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of later federal tax laws.
- d) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of

any later federal tax laws.

- e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

#### ARTICLE 14 - AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

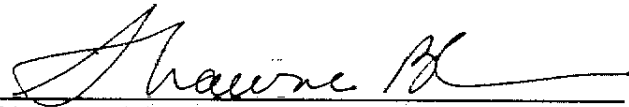
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this  
1<sup>st</sup> day of March 2005.



Kristopher Soderman  
Subscriber-Incorporator

#### **ACCEPTANCE OF REGISTERED AGENT**

I hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Shawne Blair  
Registered Agent

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