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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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W05-16474

B. McKnight APR 13 2005

## TRANSMITTAL LETTER

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

**SUBJECT: ARRENDELL'S TRAINING, ASSESSMENT AND EVALUATION, Inc.**  
(PROPOSED CORPORATION NAME - MUST INCLUDE SUFFIX)

Enclosed are 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  
& Certificate of Status

  X   \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** JULIA ARRENDELL  
Name (Printed or typed)  
1835 NE Miami Gardens Drive / #196  
Address  
North Miami Beach, Florida 33179  
City, State & Zip  
786.443.3999  
Daytime Telephone Number

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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 31, 2005

JULIA ARRENDELL  
1835 NE MIAMI GARDENS DRIVE 196  
NORTH MIAMI BEACH, FL 33179

SUBJECT: ARRENDELL'S TRAINING, ASSESSMENT AND EVALUATION,  
INC.

Ref. Number: W05000016474

We have received your document for ARRENDELL'S TRAINING, ASSESSMENT AND EVALUATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight  
Document Specialist  
New Filings Section

Letter Number: 805A00022079

**ARTICLES OF INCORPORATION OF  
ARRENDELL'S TRAINING, ASSESSMENT AND EVALUATION.  
(A Florida corporation not for profit)**

The undersigned, acting as incorporator of **ARRENDELL'S TRAINING ASSESSMENT AND EVALUATION, Inc.** under the Florida Not for Profit Corporation Act, adopts the following articles of incorporation:

**ARTICLE I. CORPORATE NAME**

The name of the Corporation is:

**ARRENDELL'S TRAINING, ASSESSMENT AND EVALUATION, Inc.,  
a Not for Profit Florida Corporation**

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation shall be:

**1835 NE Miami Gardens Drive  
Suite 196  
North Miami Beach, Florida 33179**

**ARTICLE III. TERM**

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

**ARTICLE IV. INCORPORATOR**

The name and street address of the incorporator are as follows.

**Julia Arrendell**

**1835 NE Miami Gardens Drive / Suite 196  
North Miami Beach, Florida 33179**

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#### **ARTICLE V. PURPOSES**

The purposes for which the **ARRENDELL'S TRAINING, ASSESSMENT AND EVALUATION, Inc.** is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Law and the Florida Not for Profit Corporation Act or any future provision thereof. Within the scope of the foregoing, the corporation is specifically organized to engage in the following activities within and for Miami-Dade County, Florida and any and all the states of the United States as it laws may allow.

#### **ARTICLE VI. ACTIVITIES NOT PERMITTED**

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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 Revenue law. Nor shall it engage in any activity not permitted under the Florida Not for Profit Corporation Act or the corresponding provision of any Future Florida Not for Profit Corporation Act.

#### **ARTICLE VII. DEDICATION AND DISTRIBUTION OF ASSETS**

The Corporation is hereby organized on a non stock basis. No dividend shall be paid, and no part of the income of the Corporation shall be distributed, to any member, Trustee or Officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and benefits may be conferred upon its members in conformity with its purposes) and no Member, Trustee or Officer or any private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

Upon the dissolution of the corporation, assets shall be distributed for one of more exempt purposes with in the meaning of Section 501 ( c ) (3) of the Internal Revenue Code of 1986, or any corresponding section of any future federal tax code, or shall be distributed to the Federal, State or Local Government for a Public Purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, of the County of Miami Dade exclusively for such purposes.

#### **ARTICLE VIII. INITIAL BOARD OF TRUSTEES**

The powers of this corporation shall be exercised, its properties controlled, and its affairs managed by a Board of Trustees. The number of Trustees of the Corporation may be increased or diminished from time to time in accordance with the By Laws but shall never be less than three ( 3 ) nor more than five ( 5 ).

**The names and address of the initial Board of Trustees are as follow:**

Julia Arrendell 1441 NW 175th Street, Miami, Florida 33169  
Clayton Dingle 1441 NW 175<sup>th</sup> Street Miami, Florida 33169  
Paget Mack 1441 NW 175<sup>th</sup> Street, Miami, Florida 33169

**As the Initial Trustees of the Corporation:**

Ms. Julia Arrendell for three (3) years.  
Mr. Clayton Dingle for two (2) years.  
Mr. Paget Mack for one (1) year.

Thereafter Trustees shall be elected at annual meeting of the members of the Corporation by an affirmative vote of the members in attendance at such meeting, provided that a quorum is present at such meeting. Upon selection, each Trustee shall serve for a term of three years and may be elected for successive three year terms.

**ARTICLE IX. INDEMNIFICATION**

Every person who now is or hereafter shall be a Trustee, Officer, Employee or Agent of the Corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees), judgments, fines and amounts paid in defense and settlement, reasonably incurred by or imposed upon him by in connection with any threatened, pending or completed action, suit or proceeding of whatever nature, to which he is or shall be made a party by reason of his or her being a Trustee, Officer, Employee or Agent of the Corporation, to the maximum extent permitted by law. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter is entitled as a matter of law.

**ARTICLE X MEMBERSHIP**

The authorized number of members of the corporation, the qualifications for membership, the different classes of membership (if any), the rights and privileges of members, and their liability for dues and assessments (if any), and the method of collection thereof, shall be set forth in and regulated by the By Laws of the Corporation. The membership in this Corporation shall consist of all persons who satisfy the criteria for membership in this corporation as set forth in the By Laws of the Corporation.

**ARTICLE XI. BYLAWS**

The Board of Trustees of this Corporation may provide such By Laws for the conduct of the business of the Corporation and the carrying out of its purposes as such Trustees may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Trustees at any regular or special meeting called for that purpose, subject to any limitations set forth in the Florida Not for

Profit Corporation Act concerning corporate actions that must be approved by members of the Corporation.

**ARTICLE XII AMENDMENTS TO ARTICLES OF INCORPORATION**

An amendment to these Articles of Incorporation may be proposed by any Trustee of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the members entitled to vote thereon present at any two consecutive regular or special meeting called for that purpose at which a quorum is present.

**ARTICLE XIII INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent and office of this corporation are as follows:


**Julia Arrendell  
1835 NE Miami Gardens Drive  
Suite 196  
North Miami Beach, Florida 33179**

**IN WITNESS WHEREOF**, the undersigned has made, subscribed and acknowledge these Articles of Incorporation on this 18th day of March, 2005 for the purpose of forming this corporation not for profit under the laws of the State of Florida.

  
Julia Arrendell

**ACKNOWLEDGEMENT:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certification, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Julia Arrendell  
Registered Agent