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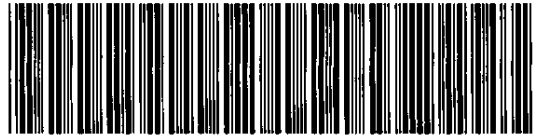
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Amend

09 MAY -6 AM 11:50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

T. Roberts MAY 11 2009

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Carpe Diem Academia, Inc.

DOCUMENT NUMBER: N05000007145

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lissa Torres

(Name of Contact Person)

Carpe Diem Academia, Inc.

(Firm/ Company)

15924 SW 92 Ave

(Address)

Palmetto Bay, FL 33157

(City/ State and Zip Code)

For further information concerning this matter, please call:

Lissa Torres

(Name of Contact Person)

at (305) 971-1230

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 MAY -6 AM 11:50

Carpe Diem Academia, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N05000007145

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Lissa Torres

15924 SW 92 Ave

New Registered Office Address:

(Florida street address)

Palmetto

(City)

Florida 33157

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

/
Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
STD	Mara Melendez	15924 SW 92 Ave Palmetto Bay, FL 33157	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
STD	Mr. Manuel Riera	15924 SW 92 Ave Palmetto Bay, FL 33157	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
STD	Dr. Manuel Ferrer	15924 SW 92 Ave Palmetto Bay, FL 33157	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Member	Ms. Miriam Carlotta Arthur	15924 SW 92 Ave	ADD
		Palmetto Bay, FL 33157	

* Please ADD Ms. Miriam Carlotta Arthur as
 a Member of the Board of Directors
 of Cape Diem Academia, Inc. *


The date of each amendment(s) adoption: April 1, 2009

Effective date if applicable: May 1, 2009
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 4-29-2009

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Lissa Torres

(Typed or printed name of person signing)

President

(Title of person signing)

Articles of Amendment
to
ARTICLES OF INCORPORATION
OF
CARPE DIEM ACADEMIA, INC.

The undersigned incorporator(s), for the purpose of forming a Not for Profit Corporation under Chapter 617 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The Name of the corporation shall be: Carpe Diem Academia, INC.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be:
15924 SW 92 Ave, Miami, FL 33157.

ARTICLE III

The purpose for which the corporation is formed and the business and the objects to be carried on and promoted by it are as follows:

1. The purpose for which the corporation is organized are to receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributing to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
2. The specific purpose for which the corporation is organized is: Pre K – 12th grade private school, providing educational and therapeutic services to students with exceptional educational needs.
3. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.

4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.
5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.
6. To borrow money and to issue evidence of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien.
7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.
8. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of this corporation.
9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any Director or Officer of the Corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.
10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal revenue Code and said Regulations as they now exist or as they may hereafter be amended.
11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, disposes of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as

- the board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Miami Dade County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.
12. The corporation shall have such powers as are inferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.
13. The By-Laws may impose other conditions of membership from time to time.

ARTICLE IV

The manner in which directors are elected or appointed shall be STATED IN THE BY-LAWS.

ARTICLE V

The name and street address of the initial registered agent shall be:
Lissa Torres 15924 SW 92 Ave, Miami, FL 33157

ARTICLE VI

The name and the street address of the incorporator of the Article of Incorporation shall be: Lissa Torres 15924 SW 92 Ave, Miami, FL 3157

ARTICLE VII

The affairs of the corporation shall be managed by a President, Vice – President, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors. The names of the Officers and the office they shall hold until the first election shall be:

LISSA TORRES PRESIDENT	15924 SW 92 AVE PALMETTO BAY, FL 33157
PEDRO GONZALEZ VICE-PRESIDENT	15924 SW 92 AVE PALMETTO BAY, FL 33157
MR. MANUEL RIERA SECRETARY/TREASURER	15924 SW 92 AVE PLMETTO BAY, FL 33157

DR. MANUEL FERRER
SECRETARY/TREASURER

15924 SW 92 AVE
PALMETTO BAY, FL 33157

MIRIAM CARLOTTA ARTHUR
MEMBER

15924 SW 92 AVE
PALMETTO BAY, FL 33157

ARTICLE VIII

The members of the Board of Directors shall never be less than three (3) in number. The name and address of the initial Board of Directors shall be:

LISSA TORRES
PRESIDENT

15924 SW 92 AVE
PALMETTO BAY, FL 33157

PEDRO GONZALEZ
VICE-PRESIDENT

15924 SW 92 AVE
PALMETTO BAY, FL 33157

MR. MANUEL RIERA
SECRETARY/TREASURER

15924 SW 92 AVE
PALMETTO BAY, FL 33157

DR. MANUEL FERRER
SECRETARY/TREASURER

15924 SW 92 AVE
PALMETTO BAY, FL 33157

MIRIAM CARLOTTA ARTHUR
MEMBER

15924 SW 92 AVE
PALMETTO BAY, FL 33157

ARTICLE IX

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the internal Revenue Code.

ARTICLE X

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE XI

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-Laws.

The undersigned registered agent has executed these Articles of Incorporation this 1ST day of **APRIL, 2009**.

A handwritten signature in cursive script, appearing to read "Lissa Torres", is written over a horizontal line.

LISSA TORRES
REGISTERED AGENT/PRESIDENT

The undersigned incorporator has executed these Articles of Incorporation this 1ST day of **APRIL, 2009**.

A handwritten signature in cursive script, appearing to read "Lissa Torres", is written over a horizontal line.

LISSA TORRES
INCORPORATOR