

NO5000010345

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800060121838

10/07/05 10:11:20 AM

FILED  
05 OCT -6 AM 11: 20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

✓

10/7/05  
BWK

**W. RODGERS MOORE, P.A.**

ATTORNEY AT LAW

ONE LINCOLN PLACE  
1900 GLADES ROAD,  
SUITE 401  
BOCA RATON, FLORIDA 33431

PHONE  
(561) 394-7910

FAX  
(561) 393-6541

DIRECT DIAL  
(561) 394-7944

MAILING ADDRESS:  
P.O. BOX 7073  
BOCA RATON, FLORIDA 33431

EMAIL  
wrmoorelaw@aol.com

**VIA FEDEX OVERNIGHT MAIL**

October 3, 2005

Florida Department of State  
Division of Corporations  
409 Gaines Street  
Tallahassee, FL 32399

**RE: ARTICLES OF ORGANIZATION FOR  
PROFICIENCY EDUCATION CORPORATION**

Dear Sir/Madam:

Enclosed and filed herewith are the Articles of Organization and Acceptance of Registered Agent for the above corporation, and our trust account check no. 1475 in the amount of \$130.00, for the filing fees and certified copy.

If you have any questions, please do not hesitate to call.

Very truly yours,

W. RODGERS MOORE, P.A.

By: 

W. Rodgers Moore, Esq.

**ARTICLES OF INCORPORATION**  
**OF**  
**PROFICIENCY EDUCATION CORPORATION**

FILED  
05 OCT -6 AM 11: 20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a not for profit corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be:

**PROFICIENCY EDUCATION CORPORATION**

**ARTICLE II**

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

One Lincoln Place  
1900 Glades Road, Suite 401  
Boca Raton, FL 33431

**ARTICLE III**

The general purpose for this not for profit corporation is organized to establish and operate (a) not for profit school(s) and charter school(s). For these purposes this corporation may engage in any activity and exercise any power of authority that may be engaged in by a non-profit corporation organized under Chapter 617, Florida Statutes, as amended.

**ARTICLE IV**

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors. The number of Directors shall never be less than three (3). The Board of Directors shall be elected as set forth in the bylaws of the Corporation.

## **ARTICLE V**

This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or shall be distributed to its, directors, or other private persons except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities deemed impermissible for corporations 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 Internal Revenue law or by a corporation, contributions to which are deductible under Section 170(c) or the corresponding provision of any future United States Internal Revenue law. On the dissolution of this corporation the board of directors shall dispose of all the assets of the corporation exclusively for the purposes of this corporation in the manner or to organizations that are organized and operated exclusively as exempt organizations in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, after paying or making provisions for the liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is located. Such court of competent jurisdiction shall dispose of the assets of this corporation to organizations that are organized and operated exclusively for charitable, educational, or scientific purposes.

## **ARTICLE VI**

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

W. Rodgers Moore, P.A.  
One Lincoln Place  
1900 Glades Road  
Suite 401  
Boca Raton, FL 33431


## **ARTICLE VII**

The name and address of the incorporator of this corporation is:

W. Rodgers Moore, Esq.  
One Lincoln Place  
1900 Glades Road  
Suite 401  
Boca Raton, FL 33431

**ARTICLE VIII  
COMMENCEMENT**

This corporation's existence will commence on the date of filing of these ARTICLES OF INCORPORATION.

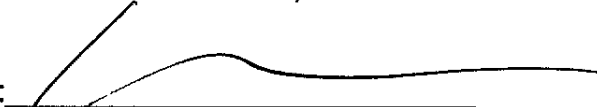
  
\_\_\_\_\_  
Incorporator

10 / 3 / 05  
Date

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this certificate, 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 am familiar with and accept the obligations of my position as registered agent.

W. RODGERS MOORE, P.A.

By:   
\_\_\_\_\_  
W. Rodgers Moore, President

10 / 3 / 05  
Date