

# N05000012274

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

EFFECTIVE DATE  
12-05-05

FLORIDA NON-PROFIT CORPORATION

Banyan Adult Vocational Services, Inc.

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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December 6, 2005

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: BANYAN ADULT VOCATIONAL SERVICES, INC.  
REF: W05000051903

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved corporation. The name of a voluntarily dissolved corporation is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved corporation provides the Department of State with an affidavit or letter, stating that they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

The document number of the name conflict is P05000140106 (BANYAN ADULT VOCATIONAL SERVICES, INC.).

The letter faxed releasing the 1st name is not legible. Please refax complete document along with letter releasing voluntary dissolution name.

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole  
Document Specialist  
New Filing Section

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**SPECTRUM**  
Programs, Inc.

HELPING PEOPLE MAKE CHOICES

December 2, 2005

Florida Department of State  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

To Whom it May Concern:

Please find attached articles of dissolution by incorporator for Banyan Adult Vocational Services, Inc., a Florida for profit entity, document number P05000140106. We have no intention on reviving this entity in the future and would request that the State allow our nonprofit articles with the exact same name to be filed as soon as possible.

Sincerely,

H. Bruce Hayden  
President

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## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida not-for-profit corporation is:  
Banyan Adult Vocational Services, Inc.

### Article II. Address

The mailing address of the Corporation is:  
Banyan Adult Vocational Services, Inc.  
11031 NE 6th Avenue  
Miami FL 33161

EFFECTIVE DATE  
12-05-05

### Article III. Purpose

To the extent permitted by Code Section 501(c)(3), the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition, or for the prevention of cruelty to children or animals. All references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

### Article IV. Membership

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

### Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Bruce Hayden  
11031 NE 6th Avenue  
Miami FL 33161

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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Article VI. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) or by a corporation contributions to which are deductible under Code Section 170(c)(2).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

Article VII. Board of Directors

The name of each initial member of the Corporation's Board of Directors is:

Bruce Hayden  
Joel Dalva  
Lanny Schwartz

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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Article VIII. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139

Article IX. Dissolution

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit corporation, trust, community fund or foundation that has established its tax exempt status under Code Section 501(c)(3).

Article X. Corporate Existence

The corporate existence of the Corporation shall begin effective as of December 5, 2005.

The authorized representative of the incorporator executed these Articles of Incorporation on December 5, 2005.



CORPORATE CREATIONS INTERNATIONAL INC.  
Franco E. Cammarata Incorporator  
by D. Stoutt as attorney-in-fact

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Miami Beach FL 33139  
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**


Banyan Adult Vocational Services, Inc.

**REGISTERED AGENT/OFFICE:**

Bruce Hayden  
11031 NE 6th Avenue  
Miami FL 33161

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
BRUCE HAYDEN  
by D. Stoutt as attorney-in-fact

Date: December 5, 2005

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
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