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FLORIDA PROFIT/NON PROFIT CORPORATION**winfield academy II, inc.**

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ARTICLES OF INCORPORATION

(7)

OF

WINFIELD ACADEMY II, INC.

(A Corporation Not for Profit)

I, the undersigned, acting as incorporator of a corporation, being a natural person of age of twenty-one years or more and citizen of the United States pursuant to Chapter 17, Florida Statutes, adopt the following Articles of Incorporation of such Corporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

WINFIELD ACADEMY II, INC.

ARTICLE II

DURATION

The period of the duration of this corporation shall be perpetual, unless dissolved according to law. The effective date shall be the date of the filing with the Florida Secretary of State.

ARTICLE III

PURPOSES, POWERS & LIMITATIONS

1. The corporation is organized under a non-stock basis exclusively for charitable, scientific and educational purposes as set forth in Section

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501 (c) (3) of the Internal Revenue Code of 1986, as amended and hereafter amended (the "code"), and the corporation shall have such powers as are necessary or proper to accomplish such purposes.

2. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to, any individual, member, director, officer, or private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, based on the nature of the corporation, and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, including the publishing or distribution of statements any political campaign on behalf of any candidate for public office.

4. The corporation is empowered to accept donation from corporations, individuals, grants from non-profit organizations worldwide.

5. Subject to the purposes described in paragraph 1. of this Article 111, the organization is organized primarily for the purpose of coordinating and facilitating the delivery, in a culturally appropriate manner, educational scholarship to diverse and underserved populations in South Florida, and for the purpose of transacting any and all lawful business for which corporations may be formed under applicable Florida Law.

6. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501 (c) (3), (b) by a corporation, contributions to which are deductible under Code Section 170 (e) (2) (c) by a non-profit corporation organized under the laws of the State of Florida pursuant to Chapter 617, Florida Statutes.

7. Subject to and in accordance with Florida Statutes Section 717.0105, the corporation, during any period when it is a "private foundation" under Code Section 509 (a), shall not (1) engage in any act of self-dealing as defined in Code Section 4941 (f) which would give rise to any liability for tax

ARTICLE V

DISTRIBUTION OF ASSET UPON DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organization which themselves are exempt organizations described in Code Sections 501 (c) (3) and 170 (c) (2) or corresponding sections of any prior or future law, for exclusively public purposes.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator is:

Fiona Mowatt
8719 N. W. 6 Ct.
Coral Springs, FL 33171

ARTICLE VII

MEETINGS

1. The annual for the election of the Board of Directors shall be held as provided in the by-laws.
2. The corporation may provide in it's by-laws for holding of additional regular meetings and special meetings and shall provide notice of all such meetings.
3. Two (2) members shall constitute a quorum for the holding of any meeting of directors.

ARTICLE VIII

BY-LAWS

1. The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purpose as they deem necessary from time to time.
2. Upon proper notice, the by-laws may be amended, altered or rescinded by a majority vote of those directors present at regular meeting or any special meeting called for that purpose.

ARTICLE IX

AMENDMENTS

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

ARTICLE X

REGISTERED OFFICE AND AGENT

The principal office and the initial registered office of this corporation shall be at 2474 N. State Rd. 7, Margate, FL. 33063. and the Name of its initial registered agent shall be Fritz G. Grant, 4816 W. Commercial Blvd. Tamarac, FL. 33319.

ARTICLE XI

OFFICERS

1. The officers of the corporation shall be a President, Vice President, Secretary, Treasurer, and such officers as may be provided in the by-laws.

2. The officers of the corporation may receive compensation as defined by the by-laws of the corporation and may be modified by the Board of Directors from time to time as set forth by the by-laws.

ARTICLE XII

INDEMNIFICATION

1. The private property of the officers, directors and members of this corporation shall not be liable for its corporate debts. To the extent permitted by Florida Statutes and by the applicable provisions of the Internal Revenue Code and regulations governing 501 (C) (3) organizations, the corporation shall indemnify and defend its officers and its directors from and against liability arising from their offices or for their acts on behalf of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator have executed these Articles of Incorporation this 14 day of January, 2005.

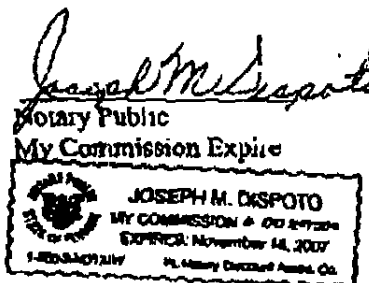
[Signature]

STATE OF FLORIDA)
: SS

COUNTY OF BROWARD

THE FOREGOING instrument was acknowledged and sworn to before me this 14 day of January ~~1996~~ 2005 by Fiona McWatt, who is personally known to me.

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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as registered Agent for the above-stated corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of law in relation thereto.

Timothy J. ...

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