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Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : LARREA & ORTEGA, P.A.
Account Number : I20010000067
Phone : (305) 476-8701
Fax Number : (305) 476-8721

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DIVISION OF CORPORATIONS

FLORIDA PROFIT/NON PROFIT CORPORATION

CORAL GABLES ELEMENTARY ACT, INC.

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Corporate Filing Menu

Help

ARTICLES OF INCORPORATION
OF
CORAL GABLES ELEMENTARY ACT, INC.

The undersigned Incorporated hereby files these Articles of Incorporation in order to form a not for profit corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this not for profit corporation is: **CORAL GABLES ELEMENTARY ACT, INC.** ("Corporation").

ARTICLE II
PRINCIPAL OFFICE

The principal office location for this not for profit Corporation shall be: c/o Coral Gables Elementary Act, Inc., 105 Minorca Avenue, Coral Gables, Florida 33134.

ARTICLE III
PURPOSES

This not for profit Corporation is organized and shall operate exclusively for charitable, educational and scientific purposes and may otherwise transact business to the fullest extent and subject to the limitations and provisions of the laws of the State of Florida and the laws of the United States of America described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code ("Code"). In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

Notwithstanding anything herein to the contrary: (i) this not for profit Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c)(3) of the Code and its Regulations as the same now exist, or as they may be hereafter amended from time to time; and (ii) pursuant to Code Section 508(e), this not for profit Corporation shall: (1) distribute income at such time and in such manner as not to subject this not for profit Corporation to tax under Code Section 4942, and (2) this not for profit Corporation shall not engage in any act of self-dealing [as defined in Code Section 4941 (d)], from retaining any excess business holdings [as defined in Code Section 4943(c)], from making any investments in such manner as to subject this not for profit Corporation to tax under Code Section 4944, or from making any taxable expenditures [as defined in Code Section 4945(d)].

No part of the income or principle of this not for profit Corporation shall inure to the benefits of or be distributed to any member, director, or officer of this not for profit Corporation, or any other private individual in such a fashion as to constitute an application of funds not within the

purposes of exempt organizations described in Section 501 (c)(3) of the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

ARTICLE IV
TERM OF EXISTENCE

This not for profit Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
NAME OF ADDRESS OF INCORPORATOR

The name and address of the Incorporator of this not for profit Corporation is:

Aileen Ortega, Esq.
150 Alhambra Circle, Suite 950
Coral Gables, Florida 33134

ARTICLE VI
MEMBERS

Members of this not for profit Corporation shall be natural persons, at least one (1) of whom shall be a citizen of the United States, of twenty-one (21) or more years of age. Any individual, business or other organization that supports the furtherance of the set purposes of this not for profit Corporation is eligible for membership. Members will be active participants in this not for profit Corporation's programs and/or will donate funds to this not for profit Corporation. Other qualifications of the members and the manner of their admission and rights and privileges of membership shall be prescribed from time to time in the Bylaws of this not for profit Corporation.

ARTICLE VII
INITIAL DIRECTORS/OFFICERS

Initially, this not for profit Corporation shall have three (3) directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The names and addresses of the members of the first Board of Directors who shall serve until their successors are elected are:

Angelique Ortega Fridman

c/o Coral Gables Elementary Act, Inc.
105 Minorca Avenue, Coral Gables, Florida 33134

Bruce Hoffman

c/o Coral Gables Elementary Act, Inc.
105 Minorca Avenue, Coral Gables, Florida 33134

Lisa Sedelnik

c/o Coral Gables Elementary Act, Inc.
105 Minorca Avenue, Coral Gables, Florida 33134

The successors will be elected pursuant to the Bylaws of this not for profit Corporation.

ARTICLE VIII

ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of this not for profit Corporation is Larrea & Ortega and the registered office of this not for profit Corporation is at 150 Alhambra Circle, Suite 950, Coral Gables, Florida 33134.

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal Bylaws of this not for profit Corporation shall be vested in the Board of Directors in accordance with the provisions of the Bylaws, unless otherwise provided in the Bylaws.

ARTICLE X

INDEMNIFICATION-LIMITS OF LIABILITY

This not for profit Corporation shall indemnify its officers and directors to the fullest extent permitted by the Florida Not For Profit Corporation Act, and, in accordance with this not for profit Corporation's Bylaws, as in effect from time to time. To the fullest extent permitted by the Florida Not For Profit Corporation Act, as it now exists or may hereafter be amended, a director of this not for profit Corporation shall not be personally liable to this not for profit Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by such director. Neither the amendment nor repeal of this Article X, nor the adoption of any provision these Articles of Incorporation inconsistent with this Article X, shall eliminate or reduce the protection afforded by this Article X to a director of this not for profit Corporation with respect to any matter which occurred, or cause of action, lawsuit or claim which, but for this Article X, would have accrued or arisen prior to such amendment, repeal or adoption.

This not for profit Corporation shall indemnify each director and officer of this not for profit Corporation against all or any portion of any expenses reasonably incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved by reason of his/her being or having been an officer or director of this not for profit Corporation (whether or not he/she continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitation and provisions of the laws of the State of Florida and the laws of the United States of America. This provision shall be in addition to any other rights to which those indemnified may be entitled under any Bylaws, agreements, vote of shareholders/members or disinterested directors or otherwise, both as to action in his/her official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI
DISSOLUTION

In the event of the complete or partial liquidation or dissolution of this not for profit Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of this not for profit Corporation's property or its proceeds, and the balance of all money and other property received by this not for profit Corporation from any source, after the payment of all debts and obligations for this not for profit Corporation, shall be used or distributed, subject to the Order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Code Section 501 (c)(3) and 170 (c)(2) (or corresponding sections of any prior or future law), or to the Federal, State or Local government for exclusively public education purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 4 day of November, 2008.


Aileen Ortega, Esq.

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

NOTARY PUBLIC

SEAL OF OFFICE:

On this 4 day of November 2008 before me, the undersigned Notary Public of the State of Florida, personally appeared Aileen Ortega whose name is subscribed to the within instrument, and she acknowledges that he executed it.

From: Law Offices

3054768721

11/07/2008 02:02

#162 P.006/007

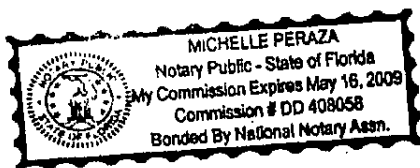
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WITNESS my hand and official seal.


Print Name: MICHELLE PERAZA
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

☒ Personally known to me, or
☐ Produced identification: Florida driver's license



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**CERTIFICATE DESIGNATING:
PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
AND
NAMING AGENT UPON WHO PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

1. CORAL GABLES ELEMENTARY ACT, INC. wishing to do business and qualify under the laws of the State of Florida. Its principal place of address is located at: 105 Minorca Avenue, Coral Gables, Florida 33134. CORAL GABLES ELEMENTARY ACT, INC. has named Larrea & Ortega located at 150 Alhambra Circle, Suite 950, Coral Gables, Florida 33134, as its agent to accept service or process within Florida.
2. Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 4th day of November, 2008.

REGISTERED AGENT:

LARREA & ORTEGA

By: Aileen Ortega, P.A., general partner


Aileen Ortega, President