

NO8000011087

PROFESSIONAL ACADEMY OF SOUTH  
FLORIDA, INC  
21514 SW 90th Avenue  
Miami, FL 33189

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers DEC 19 2008  
W08-53317

# **ARTICLES OF INCORPORATION**

## **ARTICLE I - NAME OF CORPORATION**

The name of the corporation is: **PROFESSIONAL ACADEMY OF SOUTH FLORIDA, INC.** - a corporation not for profit.

This corporation shall have perpetual existence commencing on the date of this filing of theses Articles of Incorporation with the Department of State.

## **ARTICLE II - PRINCIPAL OFFICE**

The principal office of the corporation shall be located at: 21514 SW 90<sup>th</sup> Avenue, Miami, FL 33189

## **ARTICLE III - PURPOSE(S)**

The purposes for which the Professional Academy of South Florida, Inc. is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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.

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code 1986, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal, State or Local government for public purposes. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, of the County in which the principal office of the corporation is then located, exclusively for such purposes.

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## **ARTICLE IV - MANNER OF ELECTION OF DIRECTORS**

Membership in the corporation shall be by nomination to membership by a nomination committee. The specific requirements for a nomination, the nomination procedure and the consistency of a nomination committee shall be in accord with requirements of the By-Laws. The By-Laws may limit the size of the membership and provide set criteria for membership, as it deems necessary and advisable.

The Board of Directors shall be elected by the existing Board of Directors as set forth in these Articles, each Director shall hold office until the next annual meeting of Shareholders and until his successor shall been elected and qualified.

## **ARTICLE V - INITIAL REGISTERED OFFICE/AGENT**

The street address and the name of its initial registered agent is:

Godfrey O. Cross  
21514 SW 90<sup>th</sup> Avenue  
Miami, FL 33189

## **ARTICLE VI - INCORPORATOR**

The name and address of the Incorporator signing these Articles:

Godfrey O. Cross  
21514 SW 90<sup>th</sup> Avenue  
Miami, FL 33189

## **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) directors constituting the initial Board Directors. The number of directors may be either increased or decreased from time to time by the By-Laws but in no event shall be less than three (3). The names and address of the initial Board of Directors of this corporation are as follows:

Godfrey O. Cross  
21514 SW 90<sup>th</sup> Avenue  
Miami FL, 33189

David C. Sinclair  
416 E 31<sup>st</sup> Street  
Brooklyn, NY 11226

Claire H. Lawrence  
76 Louis Street, Apt. 4R  
New Brunswick, NJ 08901

## **ARTICLE VIII - OFFICERS**

The officers who shall be elected at the Annual Meetings each year to serve for the ensuing year shall manage the legal affairs of the corporation. The officers of the corporation shall serve until respective successors in office shall be elected and duly qualified.

## **ARTICLE IX - REVENUE**

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, Directors, Officers or 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 the purposes set forth in Article III hereof. The corporation shall not, in any way, directly or indirectly, carry on propaganda or otherwise attempt to influence legislation, or participate or intervene in any political campaign on behalf of any candidate for public office by publishing or distributing statements of otherwise. Notwithstanding any provisions 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 Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law

or

(b). by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Revenue Law.

## **ARTICLE X - DISSOLUTION**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt corporation or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE XI - SEAL**

The Corporation shall adopt a Corporate Seal meeting the requirements of governing Law.

## **ARTICLE XII - BY-LAWS**

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time in the manner provided for therein.

## **ARTICLE XIII - INDEMNITIES**

The liability of the Corporation's Officers, Directors, Employees and Agents is limited.

The Corporation shall have the power to fully indemnify its Officers, Directors, Employees and Agents as provided for in the Florida Statutes Chapter 607. The determination regarding indemnity, as required by these Statutes, shall be made by the Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 11/13/08

Godfrey O. Cross

Godfrey O. Cross  
Incorporator

**Certificate designated place of business or domicile for the  
service of process within**

**Florida, naming agent upon whom process may be served.**

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

First, that Professional Academy of South Florida, Inc. desiring to  
organize or qualify under the laws of the State of Florida, has named  
Godfrey O. Cross, located at 21514 SW 90<sup>th</sup> Avenue, Miami, FL 33189 as  
its agent to accept service of process within the State of Florida

Dated 11/13/08

Godfrey O. Cross  
Godfrey O. Cross

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 provision of all Statutes  
relative to the proper performance of my duties.

Dated: 11/13/08

Godfrey O. Cross  
Godfrey O. Cross

**STATE OF FLORIDA  
COUNTY OF MIAMI-DADE**

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the said State and County above to take acknowledgements, personally appeared Godfrey O. Cross, to me known to be the person who executed the foregoing ARTICLES of INCORPORATION and who acknowledged that he executed the same.

Witness my hand and official seal in the State and County above named this 12<sup>th</sup> day of November, 2008.



*[Signature]*  
Notary Public, State of Florida at Large  
My Commission Expires:

The undersigned, having been named to accept service of process for the above Corporation at the place designated in Article V hereof, hereby accept such agency and agrees to comply with the provision of the Florida Statutes relative to keeping open said office.

*[Signature]*  
Godfrey O. Cross

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Articles of Incorporation  
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