

N08000011150

(Requestor's Name)

From

Hale R. Moss
230 N.W. 124th
Miami, FL 33168

(City/State/Zip/Phone #)

☐

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(Business Entity Name)

(Document Number)

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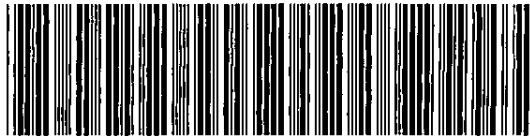
no \$ fee

Manner of Election

OK per
Stacy Brather

Office Use Only

W08-51177



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FLORIDA DEPARTMENT OF STATE
Division of Corporations

2008 DEC -5 PM 3: 55

November 12, 2008

GALE R. MORRIS
230 N.W. 124 STREET
MIAMI, FL 33168

SUBJECT: TRANSITION ACADEMY, INC.
Ref. Number: W08000051177

We have received your document for TRANSITION ACADEMY, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

The fees for profit and nonprofit, domestic or foreign are as follows:

Filings Fees:	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Bylaws are not filed with this office. Please retain them for your records.

An effective date may be added to the Articles of Incorporation **if a 2009 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.**

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 708A00056754

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ARTICLES OF INCORPORATION

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Transition Academy Inc.

ARTICLE I

- Section 1.** The name of the organization shall be "herein referred to as "**Transition Academy, Inc.,**" located at 230 N.W. 124 street, Miami, Florida
- Section 2.** The purpose of this organization shall be to provide social and human services to meet the needs of the community.
- Section 3.** **Transition Academy, Inc.,** shall be a non-profit organization under the control and direction of a volunteer Board of Directors.
- Section 4.** To accomplish its purposes, **Transition Academy, Inc.** may establish and provide for the conduct and maintenance of its work in one or more sections of **Miami** and the State of Florida, and for particular groups of persons.
- Section 5.** **Transition Academy, Inc.,** shall have perpetual existence.
- Section 6.** The purposes for which **Transition Academy, Inc.** is organized are exclusively religious, charitable, scientific, literary, and educational within the meanings of Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law.
- Section 7.** Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted by an organization 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.
- Section 8.** Annual review reporting will begin after 2009.

ARTICLE II

Property

- Section 1.** **Transition Academy, Inc.** may hold or dispose of such property, real or personal, as may be given, divided, or bequeathed to it or entrusted to its care and keeping; may purchase, acquire, and dispose of such property as may be necessary to carry out the purpose of the organization; and may manage, control and utilize the same in accordance with the provisions of Article III.

ARTICLE III Management

Section 1. The management of **Transition Academy, Inc.** shall be vested in a Board of Directors, consisting of not fewer than five (5) and not more than seven (7) persons, elected by the Board of Directors, or otherwise in such manner and for such terms not exceeding three (3) years, as the Bylaws may provide. The President/CO is a non-voting member of the Board.

Each director must possess the qualifications for voting membership in the Organization.

- a) The Board of Directors shall have and exercise all the powers necessary to control the work and policy of the organization in all its details, including the appointment of Standing and Special Committees. No contract, debt or obligation shall be binding unless contracted under authority of the Board.
- b) The Board of Directors shall have the power to fill, for the unexpired terms, all vacancies occurring in their number between annual elections. They shall have the authority to make Bylaws for the governance of the organization, not inconsistent with the Articles of Incorporation.

Section 2. The officers of the Board of Directors shall be the Chairman, Vice Chairman, Secretary, and Treasurer chosen from their number as provided for in the Bylaws. These shall also be the officers of the organization.

ARTICLE IV Meetings

Section 1. There shall be an Annual Meeting of **Transition Academy, Inc.** within 90 days after the close of the fiscal year, at which time the Board of Directors shall report to the community the status of the organization. Notice of this meeting shall be publicized at least four (4) weeks in advance.

Section 2. **Transition Academy, Inc.** may hold such other meetings of the organization as may be provided for in the Bylaws.

Section 3. Special meetings of the organization may be called by the Chairman or by order of the Board of Directors. Upon written request of one-third of Board of Directors of the organization, the Chairman or Secretary shall call a meeting specifying the object, which shall be incorporated in the notice. A notice of such meeting shall also be mailed to every voting

member at least five (5) days in advance of the meeting. No business shall be transacted at such meeting, except that for which the call is issued.

Section 4. One-third of the Board of Directors shall constitute a quorum at any meeting called by the voting members.

Section 5. A written record of the attendance and business transacted at all regular and special meetings of **Transition Academy, Inc.** shall be maintained and filed with the Minutes of the Board of Directors.

ARTICLE V Dissolution

Section 1. Upon dissolution of this corporation, the Board of Directors, after paying or making provisions for the payment of liabilities of the corporation pursuant to operational law, shall distribute all assets exclusively to those organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code, provided that this Corporation retains discretion and control over the terminal use of said contributions prior to dissolution.

ARTICLE VI Amendments

Section 1. The Articles of Incorporation may be amended by vote of the majority of the Board of Directors present at any regularly constituted meeting of the organization, provided such amendment shall have been submitted by the Board of Directors.

ARTICLE VII Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent are: Gale R. Morris, 230 N.W. 124 Street Miami, Fl 33168

ARTICLE VIII Incorporators

The undersigned subscribing incorporators have hereunto set their hands and seals this 20th day of October, 2008 for the purpose of forming this not for profit corporation, under the laws of the State of Florida. The Gale R. Morris, 230 N., W. 124 street Miami, Fl 33168 of the Incorporators to these Articles of Incorporation are:

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Gale R. Morris
President & CEO
Gale R. Morris
230 N.W. 124 street
Miami, FL 33158

Oct-08-08
Date

Donald Blocker
Treasurer
Donald Blocker
3040 N.W. 69 terrace
Miami, FL 33147

Oct. 20, 2008
Date

Monica Cumberland
Secretary
Monica Cumberland
17300 N.W. 36 Ave
Miami, FL 33056

Oct 8, 2008
Date

Having been named as registered agent and to accept service of process for the above-stated 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 I am familiar with and accept the obligations of my position as registered agent.

Gale R. Morris
Registered Agent

Oct. 20, 2008
Date