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To:

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

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

CLDX2951

FLORIDA PROFIT/NON PROFIT CORPORATION

M.A. FOR KIDS INC.

Certificate of Status	0
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Page Count	03
Estimated Charge	\$70.00

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J. Shivers / JAN 20 2009

JAN 16 2009 10:29 AM EST NO. 2566 JAN 16 2009 10:29 AM EST NO. 2566

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

M.A. FOR KIDS INC.

ARTICLE II PRINCIPAL OFFICE

The principal street address and mailing address, if different is:

9751 EAST BAY HARBOR DR., APT 704
MIAMI, FL 33154

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

TO HELP KIDS WITH TUTORING AND HOMEWORK

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

AS STATED IN THE BYLAWS

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

ELI FOX - VICE PRESIDENT
270 WEST 35TH STREET
MIAMI, FL 33140

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TALLAHASSEE, FLORIDA

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

MICHEL APOJ
9751 E. BAY HARBOR DR., APT 704, MIAMI, FL 33154

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Corporation Service Company Carina L. Dunlap
By: Carina L. Dunlap Asst. Vice President
Signature/Registered Agent

1/16/09
Date

Michel Apoj
Signature/Incorporator
MICHEL APOJ

01/07/09
Date

501(c)3 Attachment

M.A. FOR KIDS INC.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, 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 the purposes set forth in the purpose clause of the certificate of incorporation. 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. Notwithstanding any other provision of this certificate, the corporation shall not carry on any other 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 1986, as amended (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 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.