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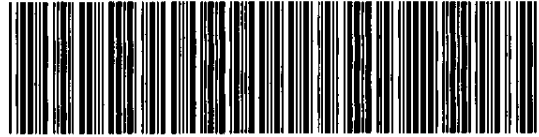
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

60-7-21  
2009

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: TEKBOARD EDUCATIONAL SYSTEM, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: RUBEN ALCOPA, ESQ.  
Name (Printed or typed)

3399 NW 72 AVENUE, SUITE 211  
Address

MIAMI, FLORIDA 33122  
City, State & Zip

305.362.8118  
Daytime Telephone number

ALCOPA@MIAMIPATENTS.COM  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

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

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

**ARTICLE 1: NAME**

The name of the corporation shall be: Tekboard Educational System, Inc.

**ARTICLE 2: PRINCIPAL OFFICE**

The Principal Office of the Corporation is 3600 Yacht Club Drive, T2 1202, Aventura, Miami-Dade County, Florida 33180.

**ARTICLE 3: DURATION**

The period of duration of this not-for-profit corporation is perpetual.

**ARTICLE 4: ORGANIZATIONAL PURPOSE**

This corporation 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 the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, this 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 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 or the corresponding provision of any future United States Internal Revenue Law.

No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501 (h) of the Internal Revenue code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation, shall ever inure to the benefit of any director, officer, trustee, or member of the corporation or to the benefit of any private person.

On the dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be

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TALLAHASSEE, FLORIDA

distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE 5: PRIVATE FOUNDATION

**Distribution of Income.** The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 (as modified by paragraph (2) of subsection (1) of Section 101 of the Tax Reform Act of 1969), or corresponding provisions of any later federal tax law.

**Self-dealing.** The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 (as modified by paragraph (2) of subsection (1) of Section 101 of the Tax Reform Act of 1969), or corresponding provisions of any later federal tax law.

**Excess Business Holdings.** The corporation will not retain any excess business holdings as Defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax law.

**Investments Jeopardizing Charitable Purpose.** The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax law.

**Taxable Expenditures.** The corporation shall not make any taxable expenditures as defined in subsection (d) of Section 4945 of the Internal Revenue Code of 1954 (as modified by paragraph (2) of subsection (1) of Section 101 of the Tax Reform Act of 1969), or corresponding provisions of any later federal tax laws.

#### ARTICLE 6: MISSION

To provide schools and teachers with state of the art teaching aids and training that in turn will allow school student bodies to achieve a greater level of performance.

#### ARTICLE 7: NON-STOCK CORPORATION

The corporation is non-stock, and no dividends or pecuniary profits will be declared or paid to the members of the corporation.

## ARTICLE 8: DIRECTORS

The number of directors constituting the initial board of directors of the corporation is four, and the names and addresses of the persons who are to serve as initial directors are as follows:

1. Antonio Macli  
3600 Yacht Club Drive, T2 1202  
Aventura, Florida 33180
2. Wilma Macli  
3600 Yacht Club Drive, T2 1202  
Aventura, Florida 33180
3. Jorge Macli  
1809 SW 23 Terr.  
Miami, Florida 33145
4. Sandra Huarte  
10743 SW 142 Ct  
Miami, Florida 33186

## ARTICLE 9: ELECTION OF DIRECTORS

The manner in which directors are elected or appointed is defined in the bylaws.

## ARTICLE 10: CORPORATE OFFICERS AND THEIR FUNCTIONS

The general officers of the corporation shall be president, vice-president, secretary, and treasurer.

The principal duties of the president shall be to preside at all meetings of the members and the board of directors and to have general supervision of the affairs of the corporation.

The principal duties of the vice-president shall be to discharge the duties of the president in the event of absence or disability, for any cause, of the president.

The principal duties of the secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation to all papers required or directed to be sealed, and to keep a record of the proceedings of the board of directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any way pertaining to the business of the corporation, except the books and records incidental to the duties of the treasurer.

The principal duties of the treasurer shall be to keep an account of all monies, credits, and property of the corporation which come into his or her hands, and to keep an accurate account of

all monies received and disbursed and of proper vouchers for monies disbursed, and to render all accounts, statements, and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to the office of treasure, as required by the board of directors.

The board of directors may provide for the appointment of additional officers as they may deem for the best interest of the corporation. Whenever the board of directors may order, any two offices, the duties of which do not conflict, may be held by one person. The officers shall perform additional or different duties as from time to time are imposed or required by the board of directors, or as may be prescribed from time to time by the bylaws.

#### ARTICLE 11: ELECTION OF OFFICERS

The officers shall be elected by the directors.

#### ARTICLE 12: INITIAL OFFICERS

The initial officers and their titles of the Corporation are as follows:

- |   |                |
|---|----------------|
| 1. Antonio Macli<br>3600 Yacht Club Drive, T2 1202<br>Aventura, Florida 33180 | President      |
| 2. Jorge Macli<br>1809 SW 23 Terr.<br>Miami, Florida 33145                    | Vice President |
| 3. Wilma Macli<br>3600 Yacht Club Drive, T2 1202<br>Aventura, Florida 33180   | Secretary      |
| 4. Sandra Huarte<br>10743 SW 142 Ct<br>Miami, Florida 33186                   | Treasurer      |

#### ARTICLE 13: MEMBERS

Membership is defined by the bylaws.

#### ARTICLE 14: AMENDMENTS

Amendment to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

#### ARTICLE 15: REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the corporation is Antonio Macli. The street address of the registered office, which is also the address of the registered agent is 3600 Yacht Club Drive, T2 1202, Aventura, Miami-Dade County, Florida, 33180.

*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.*

By: 

Antonio Macli

Date: 11-28-09

#### ARTICLE 16: INCORPORATOR

The names and residence of the person forming this corporation is:  
Antonio Macli  
3600 Yacht Club Drive, T2 1202  
Aventura, Florida, 33180.

By: 

Antonio Macli

Date: 11-28-09