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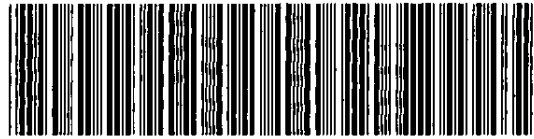
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 DEC 29 P 1:54

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W-56054
WCC



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 29, 2009

FAB CONSULTANTS INC.
18495 S. DIXIE HWY.
MIAMI, FL 33157

SUBJECT: LEARN TO LIVE, INC.
Ref. Number: W09000056054

We have received your document for LEARN TO LIVE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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.

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) 245-6995.

Wanda Cunningham
Regulatory Specialist II
New Filing Section

Letter Number: 909A00039404

**CERTIFICATE OF INCORPORATION
OF
LEARN TO LIVE, INC.**

The undersigned acting as the incorporator of a not-for-profit corporation under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation.

ARTICLE I: NAME

The name of the Corporation shall be **LEARN TO LIVE, INC.**, herein after referred to as "Corporation."

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation
14801 S River Drive
Miami, FL 33167

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The corporation is not-for-profit, and is organized and operated exclusively for, charitable, educational and scientific purposes under section 501 (c) (3) of the Internal Revenue Code of 1986, as amended. In carrying out the broad purposes, the corporation will by necessity and by choice, acquire real and personal property. Said property to be utilized in connection with charitable, educational, and scientific activities. The incorporation will be empowered to raise funds for utilization in carrying out the above objects as allowed by the Constitution and Bylaws of the organization; to receive gifts and grants of money and property of every kind, and to administer the same for charitable, educational and scientific purposes within the meaning of 501 (c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, (or corresponding provisions of any future United States Internal Revenue Law), (ii) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue of 1986 (or corresponding provision of any future United States Internal Revenue Law).

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ARTICLE V: RESTRICTIONS ON ACTIVITIES

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 hereof. No substantial part of propaganda, or otherwise attempting to influence legislation, and the organization 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. .

ARTICLE VI: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 14801 S. River Drive, Miami FL 33167 and Willie Felton, Jr. is the registered agent of the Corporation at that address.

ARTICLE VII: BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is four (4) and the names and addresses of those people who are to serve as initial directors are:

NAME:-	ADDRESS:
Willie Felton, Jr. President	14801 S.River Drive Miami FL 33167
Harvey Wakefield Secretary	4230 Bear Lake Ct., # 105 West Palm Beach, FL 33409
Kepler Lewis Treasurer	8405 NW 5 Ave Miami, FL 33150
Quinita Delancy Director	15600 NW 2 nd Pl. Miami, FL 33169

The number of directors may be increased from time to time by an amendment to the bylaws; however there shall never be less than three directors. All directors shall be selected as provided by the bylaws.

ARTICLE VIII: AMENDMENTS

These Articles of Incorporations may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present provided that notice of the intention to submit amendments shall have been as provided by the bylaws.

ARTICLE IX: DISTRIBUTION OF ASSETS UPON DISSOLUTION

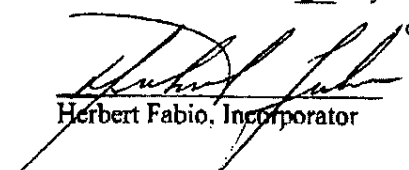
Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, 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

ARTICLE X: INCORPORATOR

The incorporator of the Corporation is as follows:

Herbert Fabio
18495 S. Dixie Hwy
Unit #373.
Miami, FL 33157

IN WITNES WHEREOF, I have hereunto set my hand and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, on the 21 day of December, 2009.


Herbert Fabio, Incorporator

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I agree to comply with the provisions of statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent


Willie Felton, Jr., Registered Agent

Dec. 21, 2009
Date: