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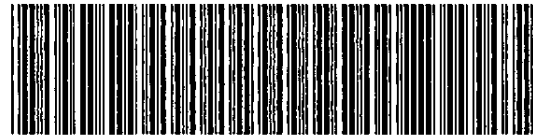
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2011 JAN 28 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers JAN 31 2011

COVER LETTER

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

SUBJECT: Bi-Lingual Special Needs Academy of Naples, Florida, 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: Edward L. Larsen, Esq.
Name (Printed or typed)

2390 Tamiami Trail North, Suite 202
Address

Naples, Florida 34103
City, State & Zip

(239) 643-0100
Daytime Telephone number

E-mail address: (to be used for future annual report notification)

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BI-LINGUAL SPECIAL NEEDS ACADEMY OF NAPLES, FLORIDA, INC.

In compliance with the requirements of Section 617.01011, *et seq.* of the Florida Not-For-Profit Corporations Act, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing this non-for-profit corporation.

ARTICLE I
Name

The name of the corporation is the BI-LINGUAL SPECIAL NEEDS ACADEMY OF NAPLES, FLORIDA, INC. (the "Corporation").

ARTICLE II
Purposes

The Corporation is organized and shall be operated within Collier County exclusively for educational, charitable, 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. Such purposes may include, but are not limited to, the operation of a school, the instruction of students, teacher training, and administration of an educational institution in the State of Florida. In these Articles, the term "I.R.C." means the Internal Revenue Code of 1986, as amended, and references to provisions thereof are to such provisions as they are from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III
Activities and Restrictions

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or director of the Corporation.

Section 2. No substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation, or initiative or referendum before the public. The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

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Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. Section 501(c)(3), or by a corporation contributions to which are deductible under I.R.C. Section 170(c)(2),

Section 5. Whenever the Corporation is a private foundation as defined in I.R.C. Section 509(a), the income of the Corporation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. Section 4942 and the Corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. Sections 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. Section 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE IV

Members

The Corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Trustee shall have any right, title, or interest in or to any property of the corporation.

ARTICLE V

Board of Trustees

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the Act, which at the time of execution of these Articles is three (3). The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws.

ARTICLE VI
Debt Obligations and Personal Liability

No officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII
Director Consent Actions

Any action required or permitted to be taken at a board meeting may be taken by written action signed by all of the directors then in office. Such action shall have the same force and effect as a vote of the board of directors taken at a meeting. All directors shall receive written notice of any action so taken, and the written action is effective on the date specified in the written consent or when the last director signs the consent, whichever is later.

ARTICLE VIII
Amendment

These Articles of Incorporation may be amended by the directors of the Corporation by vote of two-thirds (2/3) of the number of directors in office at the time that the amendment is adopted, provided that no amendment shall substantially change the original purposes of the Corporation.

ARTICLE IX
Dissolution

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the debts, obligations, liabilities, costs and expenses of the Corporation, distribute all of the assets of the Corporation exclusively for purposes substantially similar to one or more organizations then described in I.R.C. Sections 170(c)(2), 501(c)(3), 2055(a)(2) and 2522(a)(2) having purposes substantially similar to those of the Corporation (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Circuit Court of the county in which the principal office of the Corporation is then located.

ARTICLE X

Principal Office: Registered Office and Registered Agent

The mailing address of the principal office and the registered office of the Corporation is 5588 Jonquil Circle, Apt. 205, Naples, Florida 34109. The registered agent at such address is Yvan DiVirgilio.

ARTICLE XI

Incorporator

The name and address of the incorporator to these Articles of Incorporation is Yvan DiVirgilio, 5588 Jonquil Circle, Apt. 205, Naples, Florida 34109.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of January, 2011.



Yvan DiVirgilio
5588 Jonquil Circle
Apt. 205
Naples, Florida 34109.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

The undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is the BI-LINGUAL SPECIAL NEEDS ACADEMY OF NAPLES, FLORIDA, INC.
2. The name and address of the registered agent and office are:

Yvan DiVirgilio
5588 Jonquil Circle
Apt. 205
Naples, Florida 34109.

HAVING BEEN NAMED in the State of Florida 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: January 20, 2011


Yvan DiVirgilio

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