

N11000003280

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

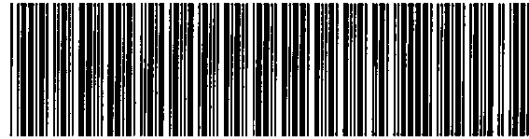
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100199474551

03/29/11--01009--007 **70.00

FILED
MAR 29 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ps 3/31/11

COVER LETTER

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

SUBJECT: The Academy of Spiritual Awakening, 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: Thomas E. Whitmore
Name (Printed or typed)

7602 Pacific St, Ste 200
Address

Omaha, NE 68114
City, State & Zip

402-391-2400
Daytime Telephone number

tom@whitmorelaw.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
OF
The Academy of Spiritual Awakening, Inc.**

FILED

11 MAR 29 PM 3:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the provisions of the Florida Not For Profit Corporation Act/Chapter 617, F.S., the undersigned persons do hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be: **The Academy of Spiritual Awakening, Inc.** (hereinafter the corporation will be called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 3056 Day Avenue, Coconut Grove, FL 33133.

**ARTICLE III
DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE IV
PURPOSES**

The purpose or purposes for which the Corporation is organized are as follows:

A. The purposes for which the Corporation is organized are exclusively religious, charitable, 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. In particular, the mission of the Corporation is to help facilitate in the healing of this world through educating, inspiring, and informing our students and our community through our spiritual curriculum. By providing an online, interactive, and virtual learning environment, we are dedicated to practicing and extending the principle of the Golden Rule: to love God with all of our hearts, souls and minds, and to love others as we would want to be loved.

B. To do everything necessary, proper, advisable and convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith which are not forbidden by the laws of the State of Florida or by these Articles of Incorporation.

C. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V POWERS

In furtherance of its purposes, but not otherwise, the Corporation shall have the following powers:

A. All Common Law and Statutory Powers. All of the powers conferred upon nonprofit corporations by the common law and statutes of the State of Florida in effect from time to time.

B. Powers Needed to Effectuate the Purposes. All of the powers and rights not otherwise denied nonprofit corporations by the laws of the State of Florida, as are necessary, suitable, proper, convenient or expedient to the attainment of the purposes set forth in Article IV above.

C. Powers Not Limited, Restricted. The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article V are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article V.

ARTICLE VI NO INDIVIDUAL BENEFIT

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 Article IV hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII BOARD OF DIRECTORS

The business and affairs of this Corporation shall be conducted, managed and controlled by its Board of Directors.

A. Number; Terms. The Board of Directors, (hereinafter sometimes called "Board") shall consist of not less than three (3) or more than nine (9) members, the specified number to be set forth from time to time in the Bylaws of the Corporation. In the absence of any provisions in the Bylaws, the Board shall consist of three (3) members. In all events,

however, the terms of at least one-third (1/3) of the members of the Board shall expire annually.

B. Vacancies. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws. Any vacancies in the Board of Directors occurring before the first election of Directors by members shall be filled by vote of the remaining Directors.

C. Initial Board. The names and address of the following three natural persons over the age of twenty-one years shall comprise the initial Board of Directors and shall serve until the first election of Directors by the members and until their successors are duly elected and qualified:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Kevin Rice	President, Director	3056 Day Avenue Coconut Grove, FL 33133
Aaron Adams	Vice President, Treasurer, Director	3056 Day Avenue Coconut Grove, FL 33133
Chris Jackson	Secretary, Director	161 N.E. 110 th Street Miami Shores, FL 33161

ARTICLE VIII REGISTERED OFFICE AND REGISTERED AGENT

The name and Florida address of the registered agent of the Corporation is:

Name: Kevin Rice
Address: 3056 Day Avenue
Coconut Grove, FL 33133.

ARTICLE IX OFFICERS

The Board of Directors shall at each Annual Meeting of the Directors elect a President of the Corporation, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board, in accordance with the provisions of the Bylaws, believes will be in the best interest of the Corporation. The officers shall have such duties as may be prescribed in the Bylaws of the Corporation and shall serve from the Annual Meeting of the Directors at the pleasure of the Board of Directors.

ARTICLE X CONVEYANCES AND ENCUMBRANCES

Corporation property may be conveyed or encumbered by authority of the Corporation and its Board of Directors. Conveyances or encumbrances shall be by instrument executed by the President or Vice President and by the Secretary or the Treasurer or an Assistant Secretary or Assistant Treasurer or executed by such other person or persons to whom such authority may be specifically delegated by the Board.

FILED
11 MAR 29 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XI DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation 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 XII AMENDMENTS

Amendments to these Articles of Incorporation may be adopted in the manner provided in Florida Not For Profit Corporation Act, Chapter 617, F.S.

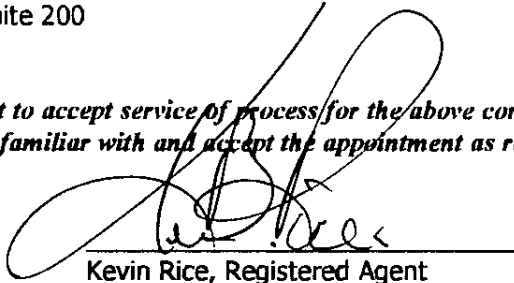
ARTICLE XIII INCORPORATOR

The name and address of the Incorporator is:

Name: Thomas E. Whitmore
Address: 7602 Pacific Street, Suite 200
Omaha, NE 68114.

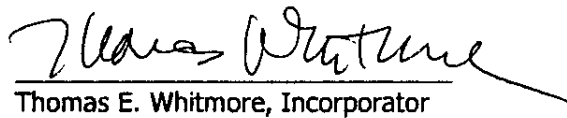
Having been named as registered agent to accept service of process for the above corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Date: March 24th 2011


Kevin Rice, Registered Agent

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Date: March __, 2011


Thomas E. Whitmore, Incorporator