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**FLORIDA PROFIT/NON PROFIT CORPORATION
Sprouting Scholars, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SPROUTING SCHOLARS, INC.**

Pursuant to the provisions of Section 617.0202 of the Florida Not For Profit Corporation Act, the undersigned does hereby execute and submit for filing with the Florida Department of State these Articles of Incorporation as follows:

ARTICLE I - NAME

The name of the corporation is SPROUTING SCHOLARS, INC. (the "Corporation").

ARTICLE II - ADDRESS

The principal office and mailing address of the Corporation is 1900 South Treasure Drive, Unit 9R, North Bay Village, Florida 33141.

ARTICLE III - PURPOSE

The Corporation is organized and shall be operated exclusively for the following charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"):

- (a) To conduct educational programs for students in foreign countries where educational resources are not readily available for the purpose of enriching their lives and preparing them for advancement to collegiate level programs;
- (b) To furnish financial and administrative aid and support for educational programs in foreign countries;
- (c) To furnish all necessary supplies for students of these educational programs, including, but not limited to, tuition, books, uniforms, school supplies, as well as vaccinations and other healthcare;
- (d) To collect, receive and maintain any fund, or funds, by subscription, or otherwise, and to apply the income and principal thereof to the promotion of the purposes set forth herein;
- (e) To accept gifts or endowments by way of trust or otherwise and to administer the same with all fiduciary and investment powers necessary or appropriate; and
- (f) To carry on any other charitable or educational activity within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any

future United States internal revenue law) which is consistent with the provisions of these Articles and which may be lawfully carried on by a corporation organized under the Florida Not For Profit Corporation Act, including without limitation, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE IV - DURATION

The period of the Corporation's duration is perpetual.

ARTICLE V - MEMBERS

The Corporation will not have members.

ARTICLE VI - DIRECTORS

Management of the affairs of the Corporation is to be vested in its Board of Directors. The Corporation's directors shall be elected, appointed or removed as set forth in the Corporation's bylaws.

The names and addresses of the persons who are to serve as the initial Directors of the Corporation are:

Mayra Barragan	3500 Coral Way, PH 106, Miami, FL 33145
Ariel Lane	1900 South Treasure Dr. Apt 9R, North Bay Village, FL 33141
Juliann Gigi	186 SE 12th Terrace # 1504, Miami, FL 33131

ARTICLE VII - LIMITATIONS

In administering its programs and activities and conducting its business, the Corporation shall be subject to the following limitations:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, 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 III hereof.

(b) 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.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities which may not be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible by the donor under Section 170(c)(2) of the Code.

ARTICLE VIII - DISSOLUTION

Upon the dissolution of the Corporation, the directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code or to the government of the United States, the state of Florida or any city or county within the state of Florida exclusively for public purposes. Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for the aforementioned purposes, or to such organization or organizations organized and operated exclusively for the aforementioned purposes.

ARTICLE IX - NON-DISCRIMINATION

In administering its programs and activities, the Corporation shall not discriminate on the basis of race, color, religious belief, national origin, ancestry, sex, or sexual orientation.

ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 1900 South Treasure Dr., Apt. 9R, North Bay Village, FL 33141, and the name of the initial registered agent of the Corporation at such address is Ariel Lane.

ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator are as follows:

<u>Name</u>	<u>Address</u>
Jason Domark White & Case LLP	200 S. Biscayne Blvd, Suite 4900 Miami, Florida 33131

ARTICLE XII - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors in accordance with the procedures set forth in Chapter 617 of the Florida Statutes, as amended. Those Articles,

however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), director or officer of the Corporation or any other person to share in any of the Corporation's assets.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 2 day of August 2011.



Jason Domark, Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICESECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

Sprouting Scholars, Inc., desiring to organize as a not for profit corporation under the laws of the State of Florida, has designated 1900 South Treasure Dr., Apt. 9R, North Bay Village, FL 33141, as its initial Registered Office and has named Ariel Lane, located at said address as its initial Registered Agent.



Jason Domark
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. Furthermore, the undersigned understands the requirements of Section 48.091 and recognizes his duty to comply with such provision.



Registered Agent