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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Terreve College USA, Inc.

DOCUMENT NUMBER: W11000059985

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Justin M. Pearson, Esq.

(Name of Contact Person)

Terreve College USA, Inc.

(Firm/ Company)

5531 North University Drive, Suite 101

(Address)

Coral Springs, Florida 33067

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Justin M. Pearson, Esq.

(Name of Contact Person)

at (954) 752-7334

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee ☒ \$43.75 Filing Fee & ☐ \$43.75 Filing Fee & ☐ \$52.50 Filing Fee
Certificate of Status Certified Copy Certificate of Status
(Additional copy is Certified Copy
enclosed) (Additional Copy is
enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Terrave College USA, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

W11000059985

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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TALLAHASSEE, FLORIDA

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe
X Remove V Mike Jones
X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <u>X</u> Change Add Remove	<u>ED</u>	<u>Terrance A. Archer</u>	<u>St Andrews Drive</u> <u>P.O. Box F-40375</u> <u>Freeport, Grand Bahamas</u>
2) <u>X</u> Change Add Remove	<u>D</u>	<u>Donald McCartney</u>	<u>Fiji Avenue</u> <u>P.O. Box 40375</u> <u>Freeport, Grand Bahamas</u>
3) <u>X</u> Change Add Remove	<u>DD</u>	<u>Dwayne Gibson</u>	<u>Ki-Malex House, Dowdeswell St</u> <u>P.O. Box SS6638</u> <u>Nassau, Bahamas</u>
4) <u>X</u> Change Add Remove	<u>ADD</u>	<u>Samuel Bethel</u>	<u>354 Dominica Avenue</u> <u>P.O. Box F-40667</u> <u>Freeport, Grand Bahamas</u>
5) <u>X</u> Change Add Remove	<u>FSD</u>	<u>Marie E. Archer</u>	<u>St Andrew Drive</u> <u>P.O. Box F-40375</u> <u>Freeport, Grand Bahamas</u>
6) <u>X</u> Change Add Remove	<u>SD</u>	<u>Louise Sealy</u>	<u>4989 SW 8th Street</u> <u>Margate, Florida 33068</u>
7) <u>X</u> Change Add Remove	<u>ASD</u>	<u>Anderson Sealy</u>	<u>4989 SW 8th Street</u> <u>Margate, Florida 33068</u>

Please See Attached.

Please See Attached.

The date of each amendment(s) adoption: January 28, 2012

Effective date if applicable: February 1, 2012

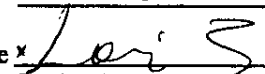
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated January 28, 2012

Signature *



(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Justin M. Pearson, Esq.

(Typed or printed name of person signing)

Registered Agent

(Title of person signing)

Articles of Incorporation of *Terreve College USA, Inc.*

The undersigned subscribers to these Articles of Incorporation, desiring to form a Not-For-Profit corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

Article I. Corporate Name

The name(s) of this Corporation shall be:

Terreve College USA, Inc.

Principle Address: *5531 North University Drive, Suite 101
Coral Springs, Florida 33067*

Article II. Terms of Existence

This corporation shall have perpetual existence

Article III. Purposes and Powers

Said corporation is organized exclusively for charitable, health, and educational, religious or scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code. To present a set of programs, projects, services, classes, seminars, and lectures pertaining to academic educational, and vocational training for the holistic development of students. To provide specific subject tutorials, preparatory study for mandated testing that will lead to Associates, Bachelors and eventually Phd Degrees in areas viable to obtaining life long employability skills. Social and Recreational interactions as well as Cultural, Sporting events and Florida Attractions lend to the attractive package of academic and vocational curriculums. Certifications in some subject areas to where course work does not lead to degree programs.

No part of the net earnings of the corporation shall insure to the benefit of, or be distributed to its members, trustees, directors, officers and other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of Section 501(c)(3) purposes. 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 the 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 corresponding section of any future Federal tax code.)

Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes with 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.

Article IV. Capital Stock

There will be no capital stock in this corporation.

Article V. Initial Capital

The amount of capital with which this corporation may be in business shall not be less than **One Hundred Dollars (\$100.00)**.

Article VI. Directors

This corporation shall have one Executive Director initially and two other respective Directors who were elected through parliamentary procedure. The number of directors may be increased or diminished from time to time by the Bylaws of the Corporation.

The name and mailing address of the initial director who shall hold office until his successor or successors are elected and have qualified is as follows:

***Mr. Justin M. Pearson, Registered Agent
5531 North University Drive, Suite 101
Coral Springs, Florida 33067***

Article VII. Officers

The names, addresses and offices of the Officers who will serve until the first election or appointment under these Articles of Incorporation are:

<i>Name</i>	<i>Street Address</i>	<i>Office</i>
Terrance Archer	St. Andrews Drive, P.O. Box F-40375, Freeport, Grand Bahamas	Executive Director
Donald McCartney	Fiji Avenue, P.O.Box 40375, Freeport, Grand Bahamas	Director
Dwayne Gibson	Ki-Malex House, Dowdeswell Street. P.O. Box SS6638, Nassau	Deputy Director
Samuel Bethel	354 Dominica Avenue, P.O. Box F-40667, Freeport, Grand Bahamas	Asst. Deputy Dir.
Marie E. Archer	St. Andrew Drive, P.O. Box F-40375, Freeport, Grand Bahamas	Financial Sect/Dir.
Louise Sealy	4989 SW 8 th Street, Margate, Florida 33068, USA	Asst. Sect/ Director
Anderson Sealy	4989 SW 8 th Street, Margate, Florida 33068, USA	Asst. Financial Dir.

Article VIII. Registered Agent and Registered Office

The Corporation's Registered Agent for services in the state of Florida shall be:

Mr. Justin M. Pearson, Registered Agent

The address of the registered office of this corporation shall be:

***Mr. Justin M. Pearson, Registered Agent
5531 North University Drive, Suite 101
Coral Springs, Florida 33067***

Article IX. Amendments

This Corporation reserves the rights to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, any amendment hereto in the manner now or hereafter prescribed by the Statutes of the State of Florida, and any rights and powers conferred upon the Directors and Board of Advisors herein are granted subject to this reservation.