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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** SUCCESS ACADEMIES OF SOUTHEAST FLORIDA, INC.

**DOCUMENT NUMBER:** N12000000984

Please return all correspondence concerning this matter to the following:

**LAWRENCE E. MONCRIEF**

(Name of Contact Person)

(Firm/ Company)

**9425 Peabody Ct**

(Address)

**Boca Raton, FL 33496**

(City/ State and Zip Code)

**lemon15206@aol.com**

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

For further information concerning this matter, please call:

**Lawrence E. Moncrief**

(Name of Contact Person)

at **561**

**883-6398**

(Area Code & Daytime Telephone Number)

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**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

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ISUCCESS ACADEMIES OF SOUTHEAST FLORIDA, INC**

**Pursuant to the provisions of Section 617.1006. of Florida Statutes, the undersigned adopts the following Amended and Restated Articles of Incorporation:**

**ARTICLE I**

**The name of the corporation is ISUCCESS ACADEMIES OF SOUTHEAST FLORIDA, INC.**

**ARTICLE II**

**The address and principal place of business of the corporation is**

**3970 RCA Blvd. Ste. 7000A  
Palm Beach Gardens, FL 33410**

**ARTICLE III**

**The corporation is organized exclusively for charitable religious, educational, and scientific purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.**

**ARTICLE IV**

**The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.**

**ARTICLE V**

**The corporation is organized upon a non-stock basis.**

**ARTICLE VI**

**The corporation shall have no voting member other than the members of the board of directors.**

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## **ARTICLE VII**

**The affairs of the Corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of the Corporation. The Directors shall be elected and the number of directors may be increased or diminished from time to time as provided in the Bylaws, provided however, the number of directors shall not be less than three (3). None of the officers or directors shall receive compensation. The names of the initial Directors and Officers of this Corporation are:**

<b>Jeff Baker</b> <b>1817 Lake Crest Ave.</b> <b>Brandon, FL 33510</b>	<b>Director, Chair/President</b>
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<b>Wylie Howard, Sr.</b> <b>2300 NW 6th Street</b> <b>Pompano Beach, FL 33069</b>	<b>Director, Vice President</b>
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<b>Thomas E. Douglas</b> <b>2434 Westmont Drive</b> <b>Royal Palm Beach, FL 33411</b>	<b>Director, Secretary</b>
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<b>Dr. Yvette Coursey</b> <b>PO Box 3823</b> <b>West Palm Beach, FL 33402</b>	<b>Director, Treasurer</b>
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<b>Dr. Lorena Davis</b> <b>3726 Savoy Lane, Apt. C2</b> <b>West Palm Beach, FL 33417</b>	<b>Director</b>
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<b>Lawrence Moncrief, Esq.</b> <b>9425 Peabody Court</b> <b>Boca Raton, FL 33496</b>	<b>Director</b>
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## **ARTICLE VIII**

**Section 8.1.** No part of the net earnings of the corporation shall inure to the benefit of or be distributable to the corporation's officers, directors or private individual, but the corporation shall be authorized and empowered to pay reasonable compensation for service rendered, and to make payments and distributions in furtherance of the purposes set forth in Article III hereof,

**Section 8.2.** No officer or director of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

**Section 8.3.** No substantial part of the activities of the corporation shall be the carrying on 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.

**Section 8.4.** Notwithstanding any other provision of this Articles of Incorporation, the corporation shall not carry on other activities not permitted to be carried on by a corporation exempt from federal income tax under Sections 501 (c)(3) and 501 (c)(3) and 509(a)(1), (2) or (3) of the Code, or by a corporation contributions of which are deductible under Section 170 (c)(2) of the Code.

## **ARTICLE X**

**The name and address of the Registered Agent is**

**Melissa Gross-Arnold, Esq.  
6279 Dupont Station Court  
Jacksonville, FL 32217**

## **ARTICLE XI**

**It is intended that the corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code and an organization described in Section 501(c)(3) of the Code. These Articles shall be constructed accordingly, and all powers and activities of the corporation shall be limited accordingly.**

## **ARTICLE XII**

**The term of existence of the corporation shall be perpetual.**

## **ARTICLE XIII**

**Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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 public purposes. 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 organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.**

## **ARTICLE XIV**

**Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursement, incurred by him or her ( or by his or her heirs, executors, or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer is liable for negligence or misconduct in the performance of his or her duties. Such right on indemnification shall not be deemed exclusive of any other rights to which such director or officer (or such heirs, executors or administrators) may be entitled apart from this Article.**

## **ARTICLE XV**

**These Articles of Incorporation may be amended at any time by a resolution adopted by a majority of the directors present at any regulars of special meeting provided prior notice has been given and a quorum is present.**

**These Amended and Restated Articles of Incorporation were adopted by the Board of Directors this 9th day of October, 2012.**

By 

Secretary