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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Burch MAR 15 2012

## COVER LETTER

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

SUBJECT: Believe Academy, 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: Enrique Gomez  
Name (Printed or typed)

6953 SW 128 ct  
Address

Miami, FL 33183  
City, State & Zip

786 879 4209  
Daytime Telephone number

enrique.gomez@developfitness.net  
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**

**Believe Academy, Inc.**

**A Florida "Not for Profit" Corporation**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PREAMBLE**

**Article I: NAME**

The name of the corporation shall be: Believe Academy, Incorporated

**Article II: DURATION & MEMBERSHIP**

The duration of the Corporation shall be perpetual. The qualification for members, if any, and the manner of their admission shall be governed by the Bylaws of the Corporation.

**Article III: PRINCIPAL OFFICE & MAILING ADDRESS**

The principal mailing address is 6953 SW 128<sup>th</sup> Court, Miami, Florida 33183.

**Article IV: PURPOSE**

The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended, and will consist of the following:

1. To aid, support, and assist by gifts, contributions, or otherwise, the needs of autistic and other special needs children, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
2. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either along or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations,

trusts, institutions, foundations, or governmental bureaus, departments or agencies.

3. All of the foregoing purposes shall be exercised exclusively for charitable, scientific and educational purposes in such a manner that the Corporation will qualify as an exempt organization under § 501(c)(3) of the Internal Revenue Code, as may be amended.

#### **Article V: 501(c)(3) LIMITATIONS**

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and State income tax under §501(c)(3) of the Internal Revenue Code, as may be amended.
2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable, scientific, and educational purposes.
3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits, or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable, scientific and educational purposes no part of which shall inure to the benefit of any individual.
4. **LOBBYING & POLITICAL CAMPAIGNS:** No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
5. **DISSOLUTION:** Upon dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under §501(c)(3) of the Internal Revenue Code to be used exclusively for charitable or educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. **PRIVATE FOUNDATION PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code, the following provisions apply:
- a. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
  - b. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
  - c. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
  - d. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
  - e. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **Article VI: ELECTION OF CORPORATE DIRECTORS**

The directors of the Corporation shall be elected in accordance with procedures and qualifications specified in the Bylaws of the Corporation. In no event, shall the number of directors be fewer than three.

#### **Article VII: POWERS**

The powers of the Corporation shall be provided in the Bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended:

- 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.
- 2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.
- 3. Only an insubstantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation,

within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of § 501(h) of the Internal Revenue Code, as may amended.

4. In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.
5. In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59, 1992- 2C.B.411-12, as may be amended, superseded or modified. The Bylaws of the Corporation shall adopt these provisions accordingly.

#### **Article VIII: MEETINGS**

After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.

The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed e-mail communications provided all board members agree.

#### **Article IX: INCORPORATORS**

The name and address of the incorporator is Enrique Gomez at the address of 6953 SW 128<sup>th</sup> Court, Miami, Florida 33183.

#### **Article X: REGISTERED AGENT & OFFICE**

The registered agent and registered office of the Corporation is Enrique Gomez at the address of 6953 SW 128<sup>th</sup> Court, Miami, Florida 33183.

## EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this  
6<sup>th</sup> day of March, 2012.

Enrique Gomez  
Incorporator

## Acceptance By Registered Agent

I hereby accept by appointment as registered agent for Believe Academy, a Florida  
Not for Profit Corporation.

Enrique Gomez  
Registered Agent

3/6/12  
Date

FILED  
12 MAR 14 PM 4:45  
SECRETARY OF STATE  
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