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SECRETARY OF STATE
TALLAHASSEE, FL

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COVER LETTER

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

SUBJECT: EDUCATE365, 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: Ava L. Parker

Name (Printed or typed)

101 East Union Street, Suite 200

Address

Jacksonville, FL 32202

City, State & Zip

(904) 356-8822

Daytime Telephone number

avaparker@lpnlaw.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

EDUCATE365, INC.

We, the undersigned subscribers, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida Statutes 617.01 et seq., applicable to corporations not for profit.

ARTICLE I - NAME

The name of the corporation shall be:

Educate365, Inc.

ARTICLE II - ADDRESS

The principal place of business for this corporation shall be:

8815 County-Windermere Road
#352
Orlando, FL 32835

ARTICLE III – CORPORATE NATURE

This is a nonprofit corporation, organized for the operation, control and management of an entity that provides community services and solicits, receives and distributes or uses funds, professional services, and other services for community and economic development and other charitable, scientific, literary, and educational purposes, pursuant to the Florida Corporations Not For Profit Law, set forth in section 617, Florida Statutes or the corresponding provision of any future Florida law.

ARTICLE IV – DURATION

The Corporation shall have perpetual existence.

ARTICLE V – PURPOSE

The specific and primary purposes for which the corporation is formed are:

A. Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes as, the making of distributions to

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organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Service Code, or the corresponding section of any future federal tax code.

B. Consistent, and not in violation of the non-profit corporation laws of the State of Florida and the provisions of Section 501(c)(3) of the Internal Revenue Code, the corporation may engage in other lawful activities permitted by said laws.

ARTICLE VI – MANAGEMENT OF CORPORATE AFFAIRS

A. The corporation through its Board of Directors may determine the number, tenure and lawful powers of directors, but the number of directors shall not be less than three (3) who shall not receive compensation. The directors may designate and appoint officers of the corporation who may be compensated for their employment and expenses involved in the execution of their duties as determined and approved by the directors. The directors are designated as members of the corporation in any law, regulations or provision requiring, authorizing or referring to members. Consistent with Florida laws relating to not for profit corporations under Section 501(c)(3) of the Internal Revenue Service Code, the directors by appropriate resolution may borrow funds, receive grants and other funding to achieve its goals and purposes. The initial directors of the corporation and their address are as follows:

<u>Name</u>	<u>Address</u>
Clifton Addison	2162 Bay Clover Drive Winter Garden, FL 34787
Sharon Weston Broom	3591 Aletha Drive Baton Rouge, LA 70814
Cynthia Austin	3971 Mission Hills Drive, East Jacksonville, FL 32225
Frank Martin	482 South Keller Road Orlando, FL 32810
Jose Mas	800 S. Douglas Road 12th Floor Coral Gables, FL 33134

B. Corporation Officers. The Board of Directors shall include the following officers: Chairman, Vice-Chairman, Secretary, Treasurer, and such other officers as the by-laws of this corporation may authorize. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers.

President/Director:	Cynthia Austin	3971 Mission Hills Drive, East Jacksonville, FL 32225
Director:	Clifton Addison	2162 Bay Clover Drive Winter Garden, FL 34787
Director:	Sharon Weston Broom	3591 Aletha Drive Baton Rouge, LA 70814
Director:	Frank Martin	482 South Keller Road Orlando, FL 32810
Director:	Jose Mas	800 S. Douglas Road 12th Floor Coral Gables, FL 33134

ARTICLE VII – EARNINGS AND ACTIVITIES OF CORPORATION

A. 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 persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services tendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

B. No substantial part of the activities of the corporation shall be in the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, and intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under section 501(c)(3).

ARTICLE VIII – DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the assets of the corporation exclusively for one or more exempt purposes of the corporation in such manner, and, to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization.

ARTICLE IX – MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws of this corporation.

ARTICLE X – CORPORATE SEAL

All legal instruments of the Corporation shall be signed by the Chairman of the Board of Trustees, or his designee, sealed with a corporate seal and attested to by the Secretary of the Board of Trustees or in such other manner as may be authorized by Florida laws applicable to corporation not for profit.

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 Service 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 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 – INCORPORATOR

The name and address of the incorporator is:

Cynthia B. Austin
3971 Mission Hills Drive, East
Jacksonville, FL 32225

The undersigned incorporator has executed these Articles of Incorporation this 10 day of August, 2012.



CYNTHIA B. AUSTIN

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is:

Educate365, Inc.

2. The name and address of the registered agent and office is

Ava L. Parker
101 East Union Street
Suite 200
Jacksonville, FL 32202

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligation of my position as registered agent.


AVA L. PARKER

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