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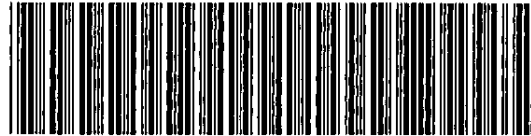
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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J. Shivers DEC 14 2012

W12-57451
411
419



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 14, 2012

OVERACHIEVERS ACADEMY, INC.
2708 AVON RIVER DR
VALRICO, FL 33596

SUBJECT: OVERACHIEVERS ACADEMY, INC.
Ref. Number: W12000057451

We have received your document for OVERACHIEVERS ACADEMY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Justin M Shivers
Regulatory Specialist II
New Filing Section

Letter Number: 412A00027455

Overachievers Academy, Inc.

ARTICLE OF INCORPORATION

The undersigned incorator, a natural person 18 years of age or older, in order to forma Non-profit corporation under chapter 617 of the Florida Statutes, adopts the following articles of incorporation.

ARTICLE I

Name

The name of the corporation shall be: **Overachievers Academy, Inc.**

ARTICLE II

PRINCIPLE OFFICE

The principle place of business and mailing address of the address of the corporation is:

Business Address: 6802 East Broadway Ave. Tampa , Fl 33619

Mailing Address: 2708 Avon River Drive Valrico, Fl 33596

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ARTICLE III

PURPOSE

This corporation is organized exclusively for the purpose of charitable, educational, or scientific purpose within the meaning of Section 501(c) (3) of the Internal Revenue code of 1986, as now enacted or hereafter amended, including, for such purpose, the making of distributions to organizations that also quality as Section 501 (c) (3) exempt organizations.

Subject to the foregoing provisions and in furtherenance of its express purposes, the corporation has the following objectives:

1. To ensure every individual or family who wants to reach their full academic and professional potential can do so.

To provide other services that is consistent with our mission

The Corporation shall be operated exclusively for the promotion of the common good and general welfare of the people of the community. All funds whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE II DURATION

The period of duration for this corporation is perpetual.

ARTICLE II MEMBERSHIP

The Corporation shall have no members

ARTICE IV LIMITATIONS

At all times the following shall operate as conditions restricting the operations and the activities of the corporation.

No part of the net earnings of the corporation shall insure to the benefit of, or be distributable to its members, officers, or other private persons, except that the corporation shall authorized and empower to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 poetical campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the internal Revenue Code, or the corresponding section of any future federal code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In addition to the foregoing, the following special provisions shall also apply:

- 1. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the undistributed income imposed by section 4942 of the Internal revenue Code, or the corresponding section of any future federal tax code.**
- 2. The corporation will not engage in any act of self-dealing as defined by section 4941 (d) of the internal revenue Code, or the corresponding section of any future federal tax code.**
- 3. The corporation will not retain any excess business holding as defined in section 4943 (c) of the Internal Revenue Code or the corresponding section of any future federal tax code.**
- 4. The corporation will not make any investment in such 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.**
- 5. The corporation will not make any taxable expenditure as defined in section 4945 (d) of the Internal Revenue Code or the corresponding section of any future federal tax code.**

ARTICLE V

MANNER OF ELECTION

The business and affairs of the Corporation shall be managed and directed by a Board of Directors, which shall be comprised of not fewer than three (3) nor more then (21) Directors. The duties of the Directors and the manner in which the Directors shall be elected shall be set forth in the bylaws.

ARTICLE VI

OBLIGATIONS AND PERSONAL LIABILITY

- 1. No member, officer or Director of the Corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.**
- 2. There shall be no liability for the acts or omissions of any officer or Director of the Corporation in any proceeding brought by or in the right of the corporation, unless otherwise provided by the laws of the State of Florida.**
- 3. The Corporation shall indemnify, to the fullest extent permitted by laws of the State of Florida, as such laws exists now or may hereafter be amended, its Directors, Officers, members and employees who are made a party to any proceeding by reason of their acts or omissions performed in their officials capacity.**

ARTICLES VII

The initial Board of Directors shall have three (3) members whose names are as follow:

Tangela Stephens, address: 933 Valmar Street Brandon Fl 33511

Timothy Stephens, address: 933 Valmar Street Brandon Fl 33511

Takisa Adderley 2708 Avon River Drive, Valrico Fl 33596

ARTICLE VII

DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue 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 a 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 states above or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes

ARTICLE IX

THE REGISTERED AGENT

The registered agent of the corporation is Takisa Adderley and the registered street address is 2708 Avon River Drive, Valrico Fl 33596

ARTICLE X

THE INCORPORATOR

The incorporator of this corporation is Takisa Adderley whose street address is 2708 Avon River Drive, Valrico FL 33596

Dated 12/10/12.

Incorporator Takisa Adderley.

ARTICLE XI

REGISTERED AGENT

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

Dated 12/10/12

Registered Agent Takisa Adderley.

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