

N13000005812

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000248484910

06/03/13--01006--016 **78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13 JUN 21 PM 1:39

FILED

W12-72221
254



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 4, 2013

KRISSY WEBB
PO BOX 30454
PALM BEACH GARDENS, FL 33420

SUBJECT: STUDENT ACES, INC.
Ref. Number: W13000032295

We have received your document for STUDENT ACES, 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):

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

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: 013A00013995

STUDENT ACES INC. COVER LETTER

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

SUBJECT: Student Aces, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

\$78.75
Filing Fee and
Certificate of Status

FROM: Krissy Webb
Student Aces, Inc.
P.O. Box 30454
Palm Beach Gardens, FL 33420
850-559-7612
Krissym27@me.com

13 JUN 21 PM 1:39
SEAL OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION
OF
STUDENT ACES, INC.
(A Florida Corporation Not for Profit)**

**ARTICLE I
Name**

The name of this corporation is Student ACES, Inc. (hereinafter referred to as the
"SAI")

**ARTICLE II
Corporation Address**

7755 Cannonball Rd Palm Beach Gardens, FL 33418

**ARTICLE III
Purpose**

SAI is organized and shall be operated exclusively as a Corporation within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law) (the "Code"). The purpose of SAI is to develop tomorrow's leaders by investing in high school students who exemplify leadership in academics, community and the athletic fields, through education, mentoring and interactions with outstanding professionals in the community. SAI has not been organized for, and shall not be for the benefit of, any particular member or other person. Notwithstanding any other provision of these Articles, SAI shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of SAI, and SAI shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Code Section 501(c)(3), or the corresponding provision of any future United States internal revenue law.

**ARTICLE IV
Manner of Election of Directors**

The activities and affairs of SAI shall be managed by a Board of Directors (hereinafter called the "Directors" and collectively as the "Board"). The number and method of election of the Directors of SAI who shall serve following the terms of the initial Directors of SAI shall be as set forth in the Bylaws of SAI, but in no case shall SAI have less than (3) Directors.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13 JUN 21 PM 1:39

FILED

ARTICLE V
Names Addresses and Titles of the Directors/Officers

President J.L. (Buck) Martinez- 7755 Cannonball Rd Palm Beach Gardens, Fl 33418
Officer Bryan Beasley – 144 Fairview East Tequesta, FL 33469
Officer Brian Muller – 500 University Blvd suite 215 Jupiter, Fl 33458

ARTICLE VI
The name and address of the initial registered agent

J.L. (Buck) Martinez- 7755 Cannonball Rd Palm Beach Gardens, Fl 33418

ARTICLE VII
Incorporator

The name and mailing address of the incorporator is Kristin Webb 16735 92nd Ln N Loxahatchee, Fl 33470. The powers of the Incorporator are to terminate upon filing of the Articles of Incorporation. All necessary expenses incurred by the Incorporator in creating SAI shall be reimbursable by SAI to the Incorporator.

ARTICLE VIII
Membership

SAI shall have no members.

ARTICLE IX
Duration of Corporation

The period of the duration of SAI is perpetual unless dissolved according to law.

ARTICLE X
Amendment of Articles

These Articles of Incorporation shall be amended and/or restated only by an action of a majority of the members of the Board.

ARTICLE XI
Amendment of Bylaws

The Bylaws may be amended, altered, or repealed and new Bylaws may be adopted only by the affirmative vote of majority of the members of the Board. The Bylaws may contain any provisions for the regulation and management of the affairs of SAI not inconsistent with law or these Articles of Incorporation.

ARTICLE XII
Liability of Directors

Directors shall not be liable to SAI or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a Director's duty of loyalty to SAI; (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law; or (3) a transaction from which the Director derived an improper personal benefit.

ARTICLE XIII
Operation

SAI is organized and operated exclusively for exempt purposes within the meaning of Code Section 501(c)(3). No part of SAI's net earnings will benefit any particular member or other person.

ARTICLE XV
Dissolution

Upon dissolution of SAI, the assets of SAI shall be distributed exclusively for the common business interests of its members or to organizations which are exempt from federal income tax under Code Section 501(c)(3) or corresponding provisions of any subsequent federal tax laws.

ARTICLE XVI
IRS

No part of the net earnings of Student ACES, Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered 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 political campaign on behalf of or in opposition to any candidate for public office.

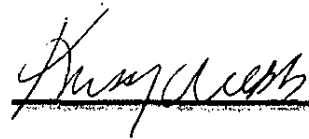
Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue

Code, or the corresponding section of any future federal tax 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. ¶ If reference to federal law in articles of incorporation imposes a limitation

that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph: "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any

activities or exercise any powers that are not in furtherance of the purposes of this corporation." 2 2

I, THE UNDERSIGNED, being the Incorporator hereinbefore names, for the purpose of forming a corporation not for profit pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, do make this certificate, hereby declaring and certifying that the facts herein stated are true on this day of , 2013.



Kristin N. Webb,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for Student ACES Inc., at the place designated in the Articles of Incorporation of such Corporation, I hereby accept the appointment 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 accept the obligations of my position as Registered Agent.

Date: May 23, 2013

By: 
Name: J.L. (Buck) Martinez
Title: Director

13 JUN 21 PM 1:39
7150
OFFICE OF STATE
SECRETARY
FLORIDA