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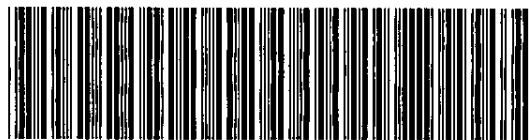
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TALLAHASSEE, FLORIDA

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R. WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: JUNTOS ACADEMY

DOCUMENT NUMBER: N13000006217

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

SIMON DALEXY
(Name of Contact Person)

JUNTOS ACADEMY
(Firm/ Company)

6915 BAY DR # 6
(Address)

MIAMI BEACH, FL 33141
(City/ State and Zip Code)

dalexy@MAC.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

SIMON DALEXY at (305) 575-8523
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

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

Supplemental sheets for the
Amended Articles of Incorporation
Of
Juntos Academy

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

Article 1

The name of the Corporation shall be Juntos Academy, Inc.

Article 2

The place in this state where the principal office of the Corporation is to be located is the City of Miami, Dade County at 6915 Bay Drive #6, Miami Beach, FL 33141.

Article 3

(Supplemental purpose statement)

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

3.01 Purpose: The purposes for which the corporation is organized are exclusively educational and charitable within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future federal code. The corporation is a nonprofit corporation which is being established as a charter school for middle school students, which exists primarily for educational purposes including the following:

- a. to provide an innovative educational environment that serves students in grades 6-8 with a focus on engaged community partnerships;
- b. to develop inquiring, caring, and creative young people who will create a better and more peaceful world;
- c. to provide students with the opportunity to connect their school work with real-world experiences outside of school;
- c. to give students opportunities to connect with local organizations who will serve as mentors and life-changers;
- d. to provide students with the opportunity to study the arts, athletics, humanities, languages, math, science and other academic subjects and engage in extracurricular activities, which are integrated into their service learning plans.
- e. to encourage a learning environment based on cooperative groups, project-based learning and give students many opportunities to engage in independent work;
- f. to assist students in becoming critical thinkers and learning to expressing themselves clearly while pursuing their academic goals in an environment that encourages respect and compassion for others;
- g. to provide an imaginative and creative place built on understanding diverse perspectives that encourages creative problem solving, and
- h. to carry on any and all business whatsoever that the organization may deem proper or necessary in connection with any of its purposes, or that it may deem directly or indirectly in the interest of the organization, and to have and to exercise all powers conferred on it by the laws of the state of Florida, as such laws are now in effect or may at any time hereafter be amended, and

to do any and all things allowed and permitted for it to do under the law governing and regulating a nonprofit corporation.

3.02 Compliance with Internal Revenue Code: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to the members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article 4 herein. 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 any political campaign (including the publishing or distribution of statements 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 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 whose contributions are deductible under section 170(c)(2) of the Internal Revenue Code.

3.03 Dissolution of the Corporation. Upon the dissolution of the corporation, the assets shall be distributed for one or more exempt purpose within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future 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 distributed shall be distributed by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for a permissible purpose as determined by the governing law.

No part of the net earnings of the corporation 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 Third 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."

(Supplemental Response)

4.01 The Directors are selected based upon their expertise and commitment to the vision of the organization and are appointed in accordance with the Bylaws of the organization, which include, among other things, the terms permitted for each board member, the identification and responsibilities of the officers, the fiduciary responsibilities of each board member, a procedure for removing officers and board members a conflict of interest policy statement.

Article 5

Names and Addresses of Each Initial Directors (cont.)

5.01 In lieu of the persons listed in Article 5 on the attached sheet as the initial director, the following persons shall serve as the initial directors of the corporation:

Board Members

Harry Tapia, Attorney 3101 Indian Creek Drive #207 Miami Beach, FL 33140	Jennifer Smith, Teacher 6915 Bay Drive #6 Miami Beach, FL 33141
Gregory King Pershing High School 18875 Ryan Road Detroit, MI 48234	Teddy Harrell, Jr. South Shore Community Center 833 6th St # 2, Miami Beach, FL 33139
Adriano Salucci HQ: Beezley Management, LLC 23632 Calabasas Road, Suite 105 Calabasas, CA 91302	Nicolae Popescu, Architect Architectura Group 1920 E Hollandale Beach Blvd St 908 Hollandale, FL 33009
Valerie Navarrette, Realtor Majestic Properties 1682 Jefferson Avenue Miami Beach, FL 33139	David Vivies, Financial Advisor Merrill Lynch 450 E Los Olas Blvd St 1000 Fort Lauderdale, FL 33301

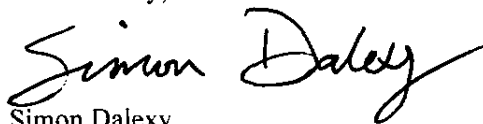
Article VI

(Remains the same as filed in the Initial Articles of Incorporation.)

Article VII

(Remains the same as filed in the Initial Articles of Incorporation.)

Submitted by,



Simon Dalexy,
Incorporator

EIN: 27-4431611

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 11-12-13

Signature Simon Dalexy

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Simon Dalexy
(Typed or printed name of person signing)

DIRECTOR
(Title of person signing)