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Division of Corporations

Page 1 of 1

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**AVANT GARDE ACADEMY OF FLORIDA, INC.**

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July 30, 2013

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

GREENBERG, TRAUIG

SUBJECT: AVANT GARDE ACADEMY OF FLORIDA, INC.  
REF: W13000042500

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is distinguishable on our records. However, the name is similar to a name already on file with this office. Therefore, the use of this name may result in future complications. The name of the existing entity is : AVANT GARDE ACADEMY, INC., document number N12000006981.

You may 1.) resubmit the document under the current name; or 2.) choose to file under another name. If you choose to file under another name, please make the appropriate correction throughout the document(s).

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

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Pamela Smith  
Regulatory Specialist II

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**ARTICLES OF INCORPORATION  
OF  
AVANT GARDE ACADEMY OF FLORIDA, INC.  
(A FLORIDA NOT-FOR-PROFIT CORPORATION)**

**ARTICLE I**

**Name**

The name of this Corporation shall be Avant Garde Academy of Florida, Inc. (hereinafter called the "Corporation").

**ARTICLE II**

**Principal Office**

The address of the principal office and the mailing address of the Corporation shall be 2977 McFarlane Road, Suite 303, Miami, Florida 33133.

**ARTICLE III**

**Duration**

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

**ARTICLE IV**

**Purpose**

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article IV to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

**ARTICLE V**

**Management**

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall be not less than three (3) persons. The number and method of election of directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation, and

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13 JUL 30 AM 10:02

directors of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated directors.

**ARTICLE VI**  
**Members**

The Corporation shall have no members.

**ARTICLE VII**  
**Dissolution**

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

**ARTICLE VIII**  
**Registered Office; Registered Agent**

The street address of the Corporation's registered office in the State of Florida is 2977 McFarlane Road, Suite 303, Miami, Florida 33133 and the name of its registered agent at such office is Robert Cambo.

**ARTICLE IX**  
**Incorporator**

The name and address of the sole incorporator is Lourdes Cambo, Greenberg Traurig, P.A., 333 Avenue of the Americas, Suite 4400, Miami, Florida 33131-3238.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 29<sup>th</sup> day of July, 2013.

  
\_\_\_\_\_  
Lourdes Cambo, Incorporator


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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for **AVANT GARDE ACADEMY OF FLORIDA, INC.**, at the place designated in these Articles of Organization, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608.

Dated this 28th day of July 2013.

  
Robert Cambo

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