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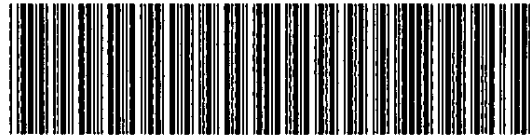
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09/20/13

**MALEK SCHIFFRIN LLP**

340 MADISON AVENUE, NINETEENTH FLOOR  
NEW YORK, NEW YORK 10173-1922

*To contact writer directly:*

**Phone:** (212) 220-9387

**Email:** kevin.malek@malekschiffirin.com

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

***Re: The Friends of La Prima Casa Montessori Foundation, Inc.***

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$87.50 for the Filing Fee, Certified Copy, & Certificate, along with the additional required copy. This filing is from:

Kevin N. Malek  
Malek Schiffirin LLP  
340 Madison Avenue, Nineteenth Floor  
New York, New York 10163  
Phone: (212) 220-9387  
Email: kevin.malek@malekschiffirin.com

## ARTICLES OF INCORPORATION

*In compliance with Chapter 617, Florida Statutes (Not for Profit)*

The undersigned incorporator(s), a natural person 18 years of age or older, in order to form a corporate entity under the provisions of the Not-for-Profit Corporation Law of the State of Florida, does hereby certify and adopt the following articles of incorporation:

### ARTICLE I - NAME

The name of the corporation shall be: THE FRIENDS OF LA PRIMA CASA MONTESSORI FOUNDATION, INC.

### ARTICLE II - FLORIDA STATUTES

The Corporation is a corporation as defined in Chapter 617, Florida Statutes, namely s.617.01401(4) F.S.

### ARTICLE III - PRINCIPAL OFFICE

The principal street address and mailing address of the corporation shall be 2733 SW 3rd Avenue, Miami, Florida 33129.

### ARTICLE IV - PURPOSE

This is a nonprofit corporation, organized solely for charitable and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code to receive, hold, invest and administer real and personal, tangible and intangible property, including money, and to make expenditures to or for the benefit of the education of students at La Prima Casa Montessori, Inc. in Miami Florida, or successor organizations thereto, and pursuant to the Florida Not for Profit Corporation Act as set forth in Section 617 of the Florida Statutes.

### ARTICLE V - MANNER OF ELECTION

The directors shall be elected and appointed in accordance with the guidelines set forth in the corporation's bylaws.

### ARTICLE VI - INITIAL OFFICERS AND/OR DIRECTORS

Section 1. Number of Directors:

The business, affairs, activities and property of the Corporation shall be managed, directed, governed and controlled, and the powers of the Corporation shall be vested in and exercised by a board of directors composed of the number of persons as may be specified in the bylaws. In accordance with the Bylaws, the Board of Directors shall nominate and elect qualified individuals to serve as officers of the Corporation and as its Board of Directors. The term of office of directors, the manner of their designation and selection, their qualifications, meetings, voting and other rights and privileges shall be set forth in the bylaws.

The Initial Board of Directors as is composed of three (3) members. If the exact number of Directors is not stated, the minimum number shall be three (3) and the maximum number shall be thirty (30) provided,

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however that the exact number of directors shall be prescribed from time to time in the By-Laws of the Corporation; AND PROVIDED FURTHER THAT UNDER NO CIRCUMSTANCES SHALL THE MINIMUM NUMBER BE LESS THAN THREE (3).

Section 2. Names and Post Office Addresses of the Initial Board of Directors are:

Erik Rodenberg  
7950 West Flagler St  
Suite 101  
Miami, FL 33144

Carlos Villares  
1155 Brickell Bay Dr. Apt 604  
Miami, FL 33131

Angela Ciocca  
2733 SW 3rd Ave.  
Miami, FL 33129

#### **ARTICLE VII - POWER TO SOLICIT CONTRIBUTIONS**

In furtherance of the foregoing purposes, the Corporation shall have all the general powers enumerated in Chapter 617 of the Florida Statutes together with the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real and/or personal property for any corporate purposes. The Corporation shall have the right to exercise all other powers which are, or hereafter may be, conferred by law upon a corporation organized for the above purposes, or which are incidental to the conferred powers.

#### **ARTICLE VIII – 501(c)(3) CORPORATION**

Notwithstanding any other provision of these articles, the corporation is organized exclusively for charitable purposes, as specified by section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3).

No part of the revenues or assets of this Corporation shall inure to the benefit of, or be distributable to the Board of Directors, Executive Committee, or any other person(s), except that the Corporation shall be authorized and empowered to pay reasonable compensation for expenses rendered to individuals or businesses and to make payments and distributions as set forth in the Bylaws.

#### **ARTICLE IX-DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, assign all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) engaged in activities substantially similar to those of the Corporation as the Board of Directors shall determine.

#### **ARTICLE X – REASONABLE COMPENSATION**

The corporation is not formed for pecuniary profit or for financial gain and no part of its assets or income or profit shall be distributed to or inure to the benefit of any private individual. Reasonable compensation, however, may be paid for services rendered to or for the corporation in furtherance of one or more of its purposes.

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**ARTICLE XI - NO POLITICAL ACTIVITIES**

No substantial part of the activities of the corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation (except to the extent authorized by section 501(h) of the Internal Revenue Code of 1986, as it may be amended, during any fiscal year or years in which the corporation has chosen to utilize the benefits authorized by that statutory provision), and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

**ARTICLE XII- REGISTERED AGENT**

The name and Florida street address of the registered agent is

Marco R. Ciocca  
2733 SW 3rd Avenue  
Miami, Florida 33129

**ARTICLE XIII - INCORPORATOR**

The name and address of the incorporator is

Marco R. Ciocca  
2733 SW 3rd Avenue  
Miami, Florida 33129

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Signature of Registered Agent

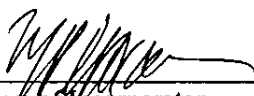
May 15, 2013  
\_\_\_\_\_  
Date

Marco R. Ciocca  
\_\_\_\_\_  
Printed Name of Registered Agent

May 15, 2013  
\_\_\_\_\_  
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

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\_\_\_\_\_  
Signature of Incorporator

May 15, 2013  
\_\_\_\_\_  
Date

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