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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
MONTESSORI ADOLESCENT EDUCATION FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION  
OF  
MONTESSORI ADOLESCENT EDUCATION FOUNDATION, INC.  
A NOT FOR PROFIT CORPORATION**

The undersigned Incorporator of the Montessori Adolescent Education Foundation, Inc., a Florida Not For Profit Corporation, adopts the following Articles of Incorporation:

**ARTICLE I  
Name**

The name of the corporation is Montessori Adolescent Education Foundation, Inc.

**ARTICLE II  
Duration**

The period of the corporation's duration is perpetual.

**ARTICLE III  
Purpose**

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

Without limiting the generality of the foregoing, the purposes of this Corporation shall include the following:

- (a) To provide educational scholarships to families and students that cannot financially afford to pay for a Montessori education for their child on a need basis and without discrimination based on age, race, ethnicity, or religion;
- (b) To provide grants to Montessori schools for various purposes, including hiring faculty, funding renovations, and funding equipment;
- (c) To examine educational techniques and provide results freely to educators and schools involved in Montessori education;
- (d) To promote the Montessori educational philosophy within the community;
- (e) To provide educational Montessori materials to the general public; and
- (f) To support Montessori adolescent education.

*Articles of Incorporation – Montessori Adolescent Education Foundation, Inc.*

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**ARTICLE IV**  
**501(c)(3) Limitations**

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 the Statement of Purpose hereof. The property of this corporation is irrevocably dedicated to Montessori Adolescent Education Foundation Inc. 501(c)(3) exempt purpose(s) and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

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, 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.

If this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the Internal Revenue Code the following provisions apply: (a) the Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code; (b) the Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code; (c) the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code; (d) the Corporation will not make any investments in 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; and (e) the Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE V**  
**Powers**

The corporation has the power to engage in any lawful activity under the Florida Not for Profit Corporation Act of the State of Florida, including opening and operating a bank account.

**ARTICLE VI**  
**Initial Registered Agent**

- (a) The name of the initial registered agent is: PBYA Corporate Services, LLC

*Articles of Incorporation – Montessori Adolescent Education Foundation, Inc.*

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(b) The street address of the registered agent is: 200 S. Andrews Ave, Suite 600, Ft  
Lauderdale, FL 33301

(c) Statement of Acceptance by Registered Agent

I, Edward T. Yevoli of PBYA Corporate Services, LLC, hereby acknowledge that PBYA  
Corporate Services, LLC accepts the appointment as Initial Registered Agent of Montessori  
Adolescent Education Foundation, Inc., the corporation which is named in these Articles of  
Incorporation.

PBYA Corporate Services, LLC

By:   
Edward T. Yevoli, Vice President

**ARTICLE VII****Principal Office and Mailing Address**

**7.01** The complete street address of the initial designated principal office is:

**519 Northeast 26<sup>th</sup> Street, Wilton Manors, FL 33305**

**7.02** The complete mailing address is:

**519 Northeast 26<sup>th</sup> Street, Wilton Manors, FL 33305**

**Article VIII****Duration and Membership**

The period of duration is perpetual. The corporation shall have no members but shall be governed by a self-perpetuating Board of Directors as set forth in the corporation's bylaws.

**Article IX****Directors and Officers**

The corporations' initial Board of Directors and Officers shall be comprised of the following persons:

Name	Title	Address
Thomas Campbell	Director	519 Northeast 26 <sup>th</sup> Street, Wilton Manors, FL 33305
Kim Clarke Campbell	Director	519 Northeast 26 <sup>th</sup> Street, Wilton Manors, FL 33305
Kathleen M. Dzura	Director	519 Northeast 26 <sup>th</sup> Street, Wilton Manors, FL 33305

*Articles of Incorporation – Montessori Adolescent Education Foundation, Inc.*

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**ARTICLE X**  
**Dissolution**

Upon the dissolution of the corporation, assets shall be distributed 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.

**ARTICLE XI**  
**Indemnification**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.


**ARTICLE XII**  
**Restrictions**

- 12.01** The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 12.02** The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 12.03** The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 12.04** The corporation will not make any investments in 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.
- 12.05** The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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**ARTICLE XII**  
**Incorporator**

I, Edward T. Yevoli, at 200 S. Andrews Ave, Suite 600, Fort Lauderdale, FL 33301,  
execute these Articles of Incorporation effective this 27th day of February, 2014.

  
\_\_\_\_\_  
Edward T. Yevoli, Incorporator

FILED  
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CLERK OF STATE  
TALLAHASSEE, FLORIDA