

N14000010258

(Requestor's Name)

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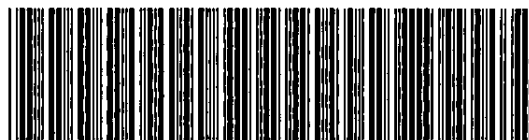
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10/31/14--01034--004 **78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14 NOV -5 PM 4:10

APPROVED
AND
FILED

~~W14-66879~~

1/H

Cover Letter

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

TEACH ME 2 LEARN, INC.

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

Please return all correspondence concerning this matter to the following:

Samiya Johnson Spencer
Teach Me 2 Learn, Inc.
12112 Saint Andrews Place, #112
Miramar, Florida 33025
(786) 290-6961
myajohnsoncg@gmail.com

For further information concerning this matter, please call:

Victoria M. Beatty
(954) 496-3219
vbeatty@beattylawgroup.com

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

☒ \$70 Filing Fee ☒ \$8.75 Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 4, 2014

SAMIYA JOHNSON SPENCER
12112 SAINT ANDREWS PLACE, #112
MIRAMAR, FL 33025

SUBJECT: TEACH ME 2 LEARN, INC.
Ref. Number: W14000066879

We have received your document for TEACH ME 2 LEARN, 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 at least one incorporator with a complete business street address.

While it is possible to have "PROFIT" entities (LLC and Profit Incorporation) with the same Corporate Name, it is impossible to have a "PROFIT" entity (LLC or Profit Incorporation) AND a "NONPROFIT" entity share the same Corporate Name. Please add a major word to make this "NONPROFIT" Corporate Name, different than the existing "PROFIT" LLC.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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.

Thomas Chang
Regulatory Specialist II
New Filing Section

Letter Number: 014A00023566

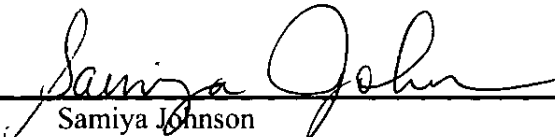
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AUTHORIZATION FOR USE OF CORPORATE NAME SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

I, Samiya Johnson, President and Incorporator of Teach Me 2 Learn, LLC, document number L13000157110, a Florida for-profit limited liability company, authorize the use of 'Teach Me 2 Learn' to be incorporated pursuant to the Articles of Incorporation filed herein for Teach Me 2 Learn, Inc. a Florida non-profit corporation.



Samiya Johnson
Teach Me 2 Learn, LLC
12112 Saint Andrews Place #112
Miramar, FL 33025

APPROVED
AND
FILED

**Articles of Incorporation
of**

14 NOV -5 PM 4:10

**TEACH ME 2 LEARN, INC.
A Florida Not-For-Profit Corporation**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617, Florida Statutes, this *Florida Not For Profit Corporation* intends that the following Articles of Incorporation is filed under the laws of the State of Florida.

ARTICLE 1

The name of this corporation is:

TEACH ME 2 LEARN, INC.

ARTICLE 2

The address of the principal office and the mailing address of this Corporation is:

**12112 Saint Andrews Place #112
Miramar, Florida 33025**

ARTICLE 3

Purposes

- A. This corporation is organized and shall operate exclusively for educational, cultural, charitable and scientific purposes. This corporation is a non-profit corporation. The purpose is to provide economically disadvantaged children with early childhood education. The purposes of the corporation shall however, be limited in all events to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes the corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.
- B. As a means and incidental to accomplishing the purposes for which this corporation is being operated it shall have the following powers:
 - 1. To solicit, accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated;
 - 2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law;

3. To borrow money but only as authorized by its Board of Directors, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any party of the property, rights or privileges of the corporation, wherever situated:
 4. To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift;
 5. To contract with for profit or other not-for-profit entities and individuals in order to accomplish its mission and goals; and
 6. In general to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.
- C. Notwithstanding anything herein to the contrary, this corporation may exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and its Regulations as the same now exist, or as they may be hereafter amended from time to time.
- D. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any director or officer of the corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.
- E. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
- F. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to one or more organizations operated exclusively for charitable purposes, which are then described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of

1986, as amended, or to the federal, state or local government for exclusively public purposes.

ARTICLE 4
Term of Existence

This corporation shall exist perpetually.

ARTICLE 5
Directors

- A. All Directors of the Corporation shall be elected as provided in the Bylaws; provided that this Corporation shall have at least three (3) directors, who shall be appointed at the initial meeting of the corporation in accordance with the bylaws. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of the Directors of the corporation. The Directors shall have the sole voting power. The name and address of the persons appointed to act as the initial Directors of this corporation are:

Samiya Johnson Spencer	12112 Saint Andrews Place #112, Miramar, FL 33025
Shanitha Curry	1815 NE 154th Terrace, Miami, FL 33162
Erika Everett	19130 South Saint Andrews Drive, Miami, FL 33015

- B. No officer or director of this corporation shall be personally liable for the debts or obligations of **TEACH ME 2 LEARN, Inc.** of any nature whatsoever, nor shall any of the property or assets of the officer or directors be subject to the payment of the debts or obligations of this corporation.

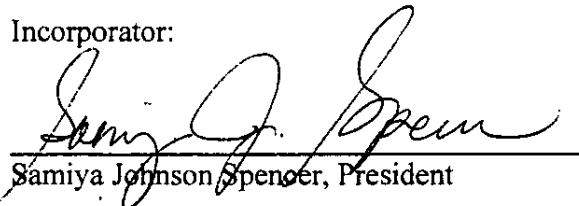
ARTICLE 6
Registered Agent

The name and address of the registered agent of the corporation is:

Roderick Spencer **12112 Saint Andrews Place #112, Miramar, FL 33025**

Executed at Miami, Florida this 18th day of October, 2014

Incorporator:


Samiya Johnson Spencer, President

12112 Saint Andrews Place #112, Miramar, FL 33025

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of TEACH ME 2 LEARN, INC., a Florida not-for-profit corporation, the undersigned accepts such appoint, agrees to act in such capacity and accepts this position.

Dated: October 18th, 2014


RODERICK SPENCER

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA