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FLORIDA PROFIT/NON PROFIT CORPORATION
CITA-EDU, INC

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**ARTICLES OF INCORPORATION
OF
CITA-EDU, INC
A Florida not-for profit corporation**

The undersigned incorporator, for the purposes of forming a not for profit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is CITA-EDU, INC., a Florida not for profit corporation.

**ARTICLE II
ADDRESS**

The principal place of business of the Corporation is 799 Curtiswood Drive, Key Biscayne, Fl 33149.

**ARTICLE III
DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The Corporation shall have a perpetual existence. The beginning of Corporate existence shall be the Date of the Filing.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered office of the Corporation is ELWOOD T. LIPPINCOT JR., 370 Minorca, Coral Gables, Fl 33134.

**ARTICLE V
OFFICER**

The President of this Corporation shall be DAVID L. MORAN, and his successors in office.

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ARTICLE VI
SUBSCRIBERS

The name and residence of the subscriber to these Articles of Incorporation is:

DAVID L. MORAN
799 Curtiswood Drive
Key Biscayne, Fl 33149

ARTICLE VII
RESERVATION OF POWERS TO MEMBER

The Corporation requires that certain rights should be reserved to the Member. Therefore, the following rights are specifically reserved to the Member:

- a. The Operating philosophy of the Corporation shall be approved by the Member;
- b. Corporate property may not be leased, sold or encumbered without the express written approval of the Member;
- c. The Corporation may not be merged or dissolved without the express written approval of the Member; and
- d. Any additional rights as provided for in the Bylaws

ARTICLE VIII
PURPOSES

A. The specific and primary purposes for which this Corporation is organized is to establish and maintain a learning institution for the instruction of the students in religion, the arts, science, literature, and all branches of a thorough education, with authority to grant diplomas and degrees, also for the purpose of leadership development and consulting.

B. The general purposes for which this Corporation is organized are to establish, receive and maintain a fund or funds for the operational support of a Learning Institution; to that end, to take and receive by gift, grant, bequest, devise or otherwise any and all property of and sort or nature, without limitation as to amount or value, and to manage, administer, invest, reinvest, and dispose of the same; to administer endowment funds; from time to time pay and apply the funds and property of the Corporation, including the principal as well as income thereof, for the support of the Learning Institution.

C. Subject to the limitations and conditions contained in any gift, devise or bequest, to invest its funds in such mortgages, bonds, debentures, shares of preferred and common stock and other securities and property as its directors shall deem advisable, and to that end to purchase, sell, mortgage, lease, pledge, encumber, assign and transfer the same.

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D. To the extent permitted by law, to do any other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the purposes of the Corporation.

ARTICLE IX

LIMITATIONS ON ACTIVITIES

The Corporation shall be operated exclusively for religious and educational purposes as a not for profit corporation within the meaning of section 501(c)(3) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except 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 of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on 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 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 by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE X

TAX EXEMPT STATUS

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation as an organization described in section 501(c)(3) of the Code and which is other than a private foundation as defined in section 509 of the Code and which is other than a private foundation as defined in section 509 of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under section 501(c)(3) of the Code. All references in these articles to sections of the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

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**ARTICLE XI
DISSOLUTION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this Corporation and upon dissolution, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations selected by the President and the majority vote of the Board of Directors, which qualified for exemption under Section 501(c)(3) of the Internal Revenue Code and none of the assets will be distributed to the President, or any officer or director of this Corporation, provided, however, that the corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not-for-profit corporate member described in Section 501(c)(3) of the Code.

**ARTICLE XII
INITIAL BOARD OF DIRECTORS**

The business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have six directors initially. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws but shall never be less than three not more than twenty. The President of this Corporation shall may remove any and all of the Directors from the Board, with or without cause and all of the directors from the Board, with or without cause and at any such time as he may determine in his sole discretion.

The names and addresses of the persons who are to serve as directors for the ensuing years, or until the first annual meeting of the Corporation are:

DAVID L. MORAN
799 Curtiswood Drive
Key Biscayne, Fl 33149

LARRY SILVESTER
701 Brickell Key Boulevard, Apt #602
Miami, Fl 33131

JORGE FINLAY
5382 SW 92 Street
Miami, Fl 33196

ALEJANDRO VILLASANA
4888 Duncan Wood Drive
Duluth, GA 30096

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ARTICLE XVI
CONDUCT OF AFFAIRS

The business and affairs of the Corporation shall be conducted in a manner consistent with the provisions of the articles of Incorporation and bylaws of this Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10 day of March, 2015.

David L. Moran

State of FLORIDA)
County of MIAMI-DADE)

The foregoing instrument was acknowledged before me this 10 day of MARCH 2015 by DAVID L. MORAN, who is personally known to me or who has produced DRIVER'S LICENSE as identification and who did/did not take an oath, and who, as Incorporator(s), executed the foregoing Articles of Incorporation of CITA-EDU, INC and acknowledged before me that he executed those Articles of Incorporation.

Maria V. Ros

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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**CERTIFICATE OF REGISTERED AGENT
OF
CITA-EDU, INC**

Pursuant to Section 605 of the Florida Statutes, the following is submitted in compliance therewith:

That CITA-EDU, INC, desiring to organize under the laws of the State of Florida with its principal office at 799 Curtiswood Drive, Key Biscayne, Fl 33149, has named ELWOOD T. LIPPINCOT JR. at 370 Minorca, Coral Gables, Fl 33134, County of Miami Dade, State of Florida, agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, ELWOOD T. LIPPINCOT JR. accepts to act in this capacity. ELWOOD T. LIPPINCOT JR. further agree to comply with the provisions of all statutes relating to the proper and complete performance of the duties, and is familiar with and accepts the obligations of the position as Registered Agent, including the obligations provided in Florida Statutes Section 605.

Dated this 10 day of March. 2015

By: 

ELWOOD T. LIPPINCOT JR.

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