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10/13/15--01013--006 **78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 NOV 19 PM 5:17

APPROVED
AND
FILED

11/11

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

SUBJECT: I Can Living and Learning Center, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Tanija Constantaras
Name (Printed or typed)

2263 NW 2nd Ave, Ste 207
Address

Boca Raton FL 33431
City, State & Zip

9542000902
Daytime Telephone number

tanija@astracare.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 20, 2015

TANIJA CONSTANTARAS
2263 NW 2ND AVE, STE 207
BOCA RATON, FL 33431

SUBJECT: I CAN LIVING AND LEARNING CENTER, INC.
Ref. Number: W15000069697

We have received your document for I CAN LIVING AND LEARNING CENTER, 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):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 915A00022237

APPROVED
AND
FILED

15 NOV 19 PM 5:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
I CAN Living and Learning Center, INC.**

The undersigned officer, in order to file these Articles of Incorporation of a nonprofit Corporation under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I – NAME

The name of the Corporation is **I CAN Living and Learning Center, INC.**, hereinafter ("Corporation").

ARTICLE II – PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable and educational purposes, more specifically for the purpose of empowering individuals with disabilities to live a successful and independent life. I CAN Living and Learning Center, INC., is a non-profit corporation dedicated to ensure that disabled individuals are offered the same opportunities as all human beings. To educate the public to see these individuals for their many "abilities" and not their singular "disability". To support and train disabled individuals to live independently and work gainfully. To bring joy to this community. To this end, the Corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. All funds, whether income or principal, and whether acquired by gift or contributions or otherwise, shall be devoted to said purposes. In furtherance of such purposes, the Corporation shall have full power and authority:

To own, fund, maintain and operate a charitable organization as its Board of Directors may decide;

To solicit, receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income and principal of the funds exclusively for owning, maintaining and operating a charitable organization, either directly in accordance with the purposes outlined in the Article 2, or by contributions or grants to organizations that qualify as exempt organization under Section 501(c)(3) of the Code; and

In general to engage in any lawful business or perform all acts necessary or incidental to the above and to do whatever is deemed necessary, useful, or advisable, directly or indirectly, to carry out any of the purposes of the Corporation as set forth in these Articles of Incorporation, including exercise

of all the rights, powers and privileges which are now or which may hereafter be conferred upon corporations organized under the 501(c)(3) of the Code.

ARTICLE III – EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the Corporation:

The Corporation shall have no stock or stockholders and shall pay no dividends.

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 purposes clause hereof.

No substantial part the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by 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, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

ARTICLE IV – MEMBERSHIP/DIRECTORS

The Corporation shall have members, as defined in the Corporation's By Laws. The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined in the Corporation's By Laws. No directors shall have any right, title, or interest in or to any property of the Corporation. The method of electing directors is as stated in the bylaws.

ARTICLE V – PRINCIPAL OFFICE

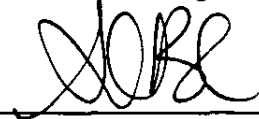
The address of the principal office of this Corporation is Address, 2263 NW 2nd Ave, suite 207, Boca Raton, FL 33431. The mailing address is the same.

ARTICLE VI – REGISTERED AGENT

The name and the street address of the Registered Agent of this Corporation is:

Tanija Constantaras
2263 NW 2nd Ave, Suite 207
Boca Raton, Florida 33431

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.



Registered Agent

10-11-2016

Date

SECRETARY OF STATE
FLORIDA

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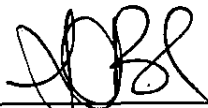
APPROVED
AND
FILED

ARTICLE VII – INCORPORATOR

The name and the street address of the incorporator of this Corporation is:

Tanija Constantaras
2263 NW 2nd Ave, Suite 207
Boca Raton, Florida 33431

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated in here are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided in SEC.817.155,F.S. I understand the requirement to file an Annual Report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain status.



Incorporator

10-11-2016

Date

ARTICLE VIII – OFFICERS

The officers shall be elected by a majority vote of the directors of this Corporation. The officers of the Corporation shall be:

President:	Tanija Constantaras
Vice President:	Deborah Telsey
Secretary:	Sandra Quinter
Treasurer:	Sandra Prober
Officer:	Alison Alberti

The officer's mailing addresses shall be the same as the principal address of the Corporation.

ARTICLE IX – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE X– VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE XI – LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XII – EFFECTIVE DATE

These Articles of Incorporation shall be effective January 1, 2016.

ARTICLE XIII – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors.

ARTICLE XIV - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XV – DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of the Section 501(c)(3) of the Code, or the corresponding section of any future

federal tax code, or shall be distributed to the federal government, or the state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 10 day of November, 2015.

 Tanya Constantaras

Name: Incorporator