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DO. JAMES H. HARRIS

g 1/20/16

COVER LETTER

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

SUBJECT: KNOWLEDGE OF CAREERS 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: Michael Ragheb

Name (Printed or typed)

2121 N. Bayshore Drive, Apt 1212

Address

Miami, FL 33137

City, State & Zip

786-210-8200

Daytime Telephone number

michael.j.ragheb@gmail.com

E-mail address: (to be used for future annual report notification)

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16 JAN -6 PM 3:23
TALLAHASSEE, FL
DIVISION OF CORPORATIONS
STATE OF FLORIDA

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

ARTICLES OF INCORPORATION
OF
KNOWLEDGE OF CAREERS, INC.

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16 JAN -6 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a nonprofit corporation under the Florida Nonprofit Corporation Act, adopts the following Articles of Incorporation for such nonprofit corporation.

FIRST: The name of the nonprofit corporation shall be Knowledge of Careers, Inc. (the "Nonprofit Corporation"). The period of duration for the Nonprofit Corporation is perpetual.

SECOND: The place in this State where the principal office of the Nonprofit Corporation is to be located is 2121 N. Bayshore Dr. Apt 1212, Miami, FL 33137.

THIRD: The objects and purposes of the Nonprofit Corporation and the powers which it may exercise are as follows:

1. The Nonprofit Corporation is organized exclusively for the purpose of engaging in all charitable, scientific or educational purposes in which an organization may engage as an organization qualifying as an organization exempt from federal income taxation under Section 501 (c) (3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder, as said Code and regulations exist or as they may hereafter be amended (or the corresponding provision of any subsequent federal tax law, said Code, regulations and subsequent federal tax laws, if any being hereafter referred to together as the "Code"), and to promote and advance such purposes by any activity in which a nonprofit corporation organized under the laws of the State of Florida may engage, exclusively, either directly or by contributions to organizations qualifying as exempt organizations under Section 501 (c) (3) of the Code, and to receive and maintain a fund or funds of real or personal property, or both, and to administer and apply the income and principal thereof, within the United States of America, for such purposes.
2. Without in any way limiting the foregoing purposes, the Nonprofit Corporation is organized to provide career education and services to underprivileged high school youth. It will provide youth with exposure to careers, internship opportunities, networking opportunities, and education to reinforce the importance of high school academics.
3. To the extent permitted by Section 501 (c) (3) of the Code and the Treasury Regulations promulgated thereunder, the Nonprofit

Corporation shall possess and exercise all the powers and privileges granted by the Florida Nonprofit Corporation Act or by any other laws of the State of Florida together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Nonprofit Corporation including, but not limited to the following powers:

- a. to acquire by lease, option, purchase, gift, grant, devise, conveyance, or otherwise and to hold, enjoy, possess, rent, lease, mortgage, farm, ranch, forest and sell real property or any interest therein and to construct, maintain and operate improvements thereon;
- b. to acquire by option, purchase, gift, grant, bequest, transfer or otherwise and to hold, enjoy, possess, use, run, work, pledge as security, sell, transfer, or in any manner dispose of personal property of any class or description whatsoever;
- c. to retain any property, investments, or securities originally received by the corporation or thereafter acquired by it so long as the directors of the Nonprofit Corporation shall consider the retention thereof desirable;
- d. to borrow and lend money to or from any person, persons, firm, business, partnership or corporation, with or without security and if with security, with such security as the directors of the Nonprofit Corporation deem proper or appropriate and in connection with any borrowing of money by the Nonprofit Corporation, to issue evidences of indebtedness of such borrowing and to secure the same by mortgage, pledge or other lien on the Nonprofit Corporation's property;
- e. to convert real property owned by the Nonprofit Corporation into personal property and personal property into real property;
- f. to improve or cause or permit real property to be improved and to abandon any property which the directors of the Nonprofit Corporation deem to be without substantial value;
- g. to perform all, other acts and things which may be incidental to and become legitimately within the scope of any and all of the objects and purposes of the Nonprofit Corporation or which may be necessary or appropriate for the carrying out and accomplishment of any and all of the objects and

purposes of the Nonprofit Corporation and to have and exercise all rights and powers now conferred on corporations not of a business character under the laws of the State of Florida.

FOURTH: The Nonprofit Corporation will not have members.

FIFTH: The number of directors constituting the initial Board of directors is 3 and the names and addresses of the persons who are the initial Board of Directors of the Nonprofit Corporation are as follows:

NAME	ADDRESS
Michael J. Ragheb, MSPH	2121 N. Bayshore Drive Apt. 1212 Miami, FL 33137
Stephanie A. Maestri	1415 NW 15 th Ave Apt. 1105 Miami, FL 33125
Arianne B. Urbish	16320 Ontario Place Davie, FL 33331

The number of directors constituting the board of directors of the Nonprofit Corporation thereafter shall be 3 and a change in the number of directors shall be made only by amendment of the bylaws.

SIXTH: The members of the initial board of directors shall hold office until the first annual meeting of the directors and until their successors shall have been elected and qualified. Thereafter the directors of the Nonprofit Corporation shall be elected in the manner and for the term specified in the bylaws of the Nonprofit Corporation.

SEVENTH: Any members of the board of directors may be removed from office, without cause by the affirmative vote of a majority of the directors of the Nonprofit Corporation.

EIGHTH: No part of the net earnings of the Nonprofit Corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the Nonprofit 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 fourth above in Article Third hereof. No substantial part of the activities of the Nonprofit Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Nonprofit 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, the Nonprofit 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 Internal Revenue Code, or corresponding section of any future federal tax code; or (b) by a corporation, contribution to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

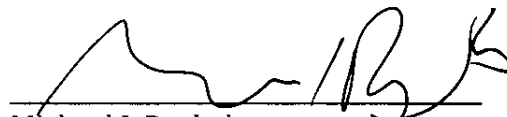
NINTH: Upon the dissolution of the Nonprofit Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Nonprofit Corporation is then located, exclusively for such purposes or to such organizations or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

TENTH: The address of the initial registered office of the Nonprofit Corporation is 2121 N. Bayshore Drive, Apt. 1212 Miami, FL 33137 and the name of its initial registered agent at such address is Michael J. Ragheb.

ELEVENTH: The name and address of the initial incorporator is Michael J. Ragheb, 2121 N. Bayshore Dr. Apt 1212, Miami FL, 33137

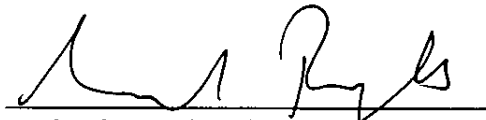
IN WITNESS WHEREOF, I have hereunto subscribed my name this 29th day of December, 2015.

INCORPORATOR:

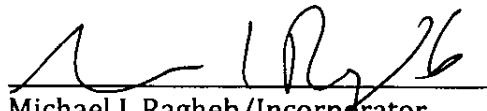

Michael J. Ragheb

(See following page for acceptance of appointment by registered agent)

Having been named as registered agent to accept service of process for
KNOWLEDGE OF CAREERS, INC. (A Florida non-profit corporation) at 2121 N.
Bayshore Dr. Apt 1212, the place designated in this certificate, I am familiar with
and accept the appointment as registered agent and agree to act in this capacity


Michael J. Ragheb/Registered Agent

12/29/15
Date


Michael J. Ragheb/Incorporator

12/29/15
Date

FILED
16 JAN -6 PM 3:23
CLERK OF DISTRICT COURT
JAN 6 2016

FLORIDA SHORT-FORM INDIVIDUAL ACKNOWLEDGMENT
F.S. 695.25

State of Florida

County of Dade }

The foregoing instrument was acknowledged

before me this 29 day
Date

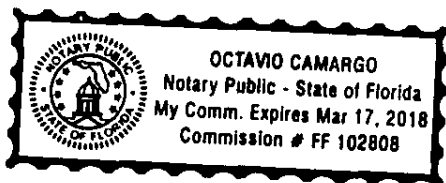
of December, 2015,
Month Year

by Michael J. Payhoh,
Name of Person Acknowledging

who is personally known to me or who

has produced Florida
Driver License
Type of Identification

as identification.



Place Notary Seal Stamp Above

[Signature]
Signature of Notary Public

OCTAVIO CAMARGO
Name of Notary Typed, Printed or Stamped

Notary Public — State of Florida

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document
or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

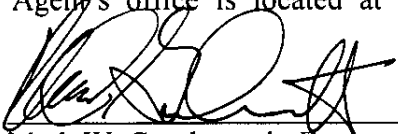
Title or Type of Document: Articles of Incorporation of Knowledge of careers

Document Date: 12/29/15 Number of Pages: 5

Signer(s) Other Than Named Above: _____

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in the certificate, I accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping the office of the corporation open. The Registered Agent's office is located at 10801 Corkscrew Road, Suite 305, Estero, Florida 33928.



Mark W. Geschwendt, Esq.
Registered Agent