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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

VH

**Nehemiah Davis**  
180 NW 62nd Street Miami Florida 33150  
nehemiahdavis37@aol.com - 305 321 8499

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

**Re: creation of AgroTech School of Business and Agri-Science, Inc.**

Dear Sir/Madam

Enclosed are the Article of Incorporation for "AgroTech School of Business and Agri-Science, Inc.". I am the incorporator. Please accept this document as the filing required for the creation of a Florida not for profit corporation pursuant to Chapter 617.0203, Florida Statutes. Also enclosed is a check in the amount of \$70.00 for the purpose of paying the required fee.

Contact me if you need additional information or assistance.

Sincerely Yours

A handwritten signature in black ink, appearing to read "Nehemiah Davis", with a small vertical mark above the end of the signature.

Nehemiah Davis  
Incorporator

**ARTICLES OF INCORPORATION**  
**OF**  
**AgroTech School of Business and Agri-Science, Inc.**  
A Florida "Not for Profit" Corporation

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The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

- A. NAME OF CORPORATION:** The name of the corporation is AgroTech School of Business and Agri-Science, Inc..
- B. PRINCIPAL OFFICE:** The principal office of the corporation is located at 24420 S. Dixie Hwy. Miami Florida 33032.
- C. MAILING ADDRESS:** The mailing address of the corporation is 24420 S. Dixie Hwy. Miami Florida 33032.
- D. REGISTERED AGENT:** The name of the registered agent of the corporation is Melissa Aguilar. The address of this registered agent is 24420 S. Dixie Hwy. Miami Florida 33032.
- E. DURATION/MEMBERSHIP:** The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.
- F. BOARD OF DIRECTORS:** The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.
- G. INCORPORATORS:** The name and address of the incorporator is: Nehemiah Davis, 80 NW 62nd Street Miami Florida 33150.
- H. CORPORATE PURPOSES:** The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:
1. The exclusive purpose of this Corporation is to engage in educational activities, including, for such purpose, the making of distributions to organizations that qualify as exempt under section 501(a) of Internal Revenue Code of 1986 because they are organizations described in section 501(c)(3) of that Code or the corresponding provision of any future United States Internal Revenue law.
  2. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be

persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

3. All of the foregoing purposes shall be exercised exclusively educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501(a) of Internal Revenue Code of 1986 because it is an organizations described in section 501(c)(3) of that Code

#### **I. 501(c)(3) LIMITATIONS**

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these7 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501(a) of Internal Revenue Code of 1986 because it is an organization described in section 501(c)(3) of that Code

2. **EXCLUSIVITY:** The Corporation is organized exclusively for educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to educational purposes no part of which shall inure to the benefit of any individual.

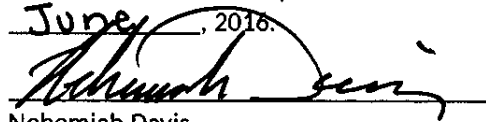
4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(a) of Internal Revenue Code of 1986 because it is an organization described in section 501(c)(3) of that Code. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

**J. INDEMNIFICATION** - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit of 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 of administrators) may be entitled apart from this Article.

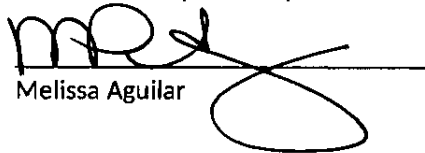
EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 10<sup>th</sup> day of June, 2016.

  
Nehemiah Davis

REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for AgroTech School of Business and Agri-Science, Inc. a Florida not for profit corporation.

  
Melissa Aguilar

Date: 6/10/16

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**AgroTech School of Business and Agri-Science, Inc.**

**ACTION BY CONSENT  
OF INCORPORATOR**

Nehemiah Davis is the sole Incorporator of AgroTech School of Business and Agri-Science, Inc. (the "Corporation"). Attached are a copy of the Articles of Incorporation recently filed with the Florida Department of State.

§617.0205, Florida Statutes provides that in cases where there are no initial directors named in the Articles of Incorporation, the incorporators shall hold an organizational meeting for the purpose of electing directors and completing the organization of the Corporation. The above cited statute also provides that the incorporators can take such action without meeting if the actions are evidenced by a written consents signed by each incorporator. With the signature below of its agent, the sole incorporator of this Corporation hereby consents to the following actions:

**Appointment of Board  
of Directors**

The incorporator hereby appoints the members of the initial board of directors to serve until their successors are chosen pursuant to the bylaws. The persons chosen as the initial board of directors are as follows:

Nehemiah Davis  
Dale Machesic  
Mark Wilson

**CONSENT OF INCORPORATOR**

With his or her signature below, the Incorporator hereby consents to the above cited action by the Corporation.

**SIGNATURE OF INCORPORATOR:**

  
Nehemiah Davis

Date: 6/18/2016