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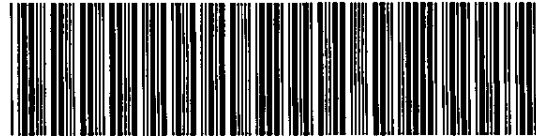
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TALLAHASSEE, FLORIDA

12/2/16

COVER LETTER

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

SUBJECT: Christ Children Academy, 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: Ms. Valarie James

Name (Printed or typed)

2900 NW 183rd Street

Address

Miami Gardens, FL 33056

City, State & Zip

305-776-0887

Daytime Telephone number

lvalariejames@gmail.com

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

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

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: Christ Children Academy, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address:
2900 NW 183rd Street

Miami Gardens, FL 33056

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: This corporation is organized exclusively for educational purposes,
including for such purposes, as defined by Code Section 501(c)3 of the Internal Revenue Code or corresponding section of
any future federal tax code.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected and appointed: Appointed

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Ms. Valarie James, President/Director

Address: 2900 NW 183rd Street
Miami Gardens, FL 33056

Name and Title: _____

Address: _____

Name and Title: Mr. Errol James, Secty/Treas/Director

Address: 2900 NW 183rd Street
Miami Gardens, FL 33056

Name and Title: _____

Address: _____

Name and Title: Ms. Sylvena Jones, Director

Address: 12340 NW 8th Avenuc
Miami, FL 33136

Name and Title: _____

Address: _____

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Ms. Valarie James
Address: 2900 NW 183rd Street
Miami Gardens, FL 33056

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Ms. Valarie James
Address: 2900 NW 183rd Street
Miami Gardens, FL 33056

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

✓ 
Required Signature of Registered Agent

11/17/2016
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

✓ 
Required Signature of Incorporator

11/17/2016
Date

BY-LAWS: Christ Children Academy, Inc.

INTRODUCTION

These By-laws constitute the code of rules and regulations of the

Christ Children Acad

MEMBERSHIP

The Corporation shall have

*Bylaws are
Not filed
With our
office Thank*

ARTICLE I: OFFICE

The principle office of the Corporation in the State of Florida shall be at such location as may be established from time to time by the Board of Directors. The Corporation either may have other offices within or without the State of Florida as the Board of Directors may determine or as the affairs of the Corporation from time to time may require. The Corporation shall have and continuously maintain in the State of Florida a registered office and a registered agent whose office is located in such registered office. The address of the registered office and the identity of the registered agent may from time to time be changed by the Board of Directors.

ARTICLE II: DIRECTORS

SECTION 1. DEFINITION OF BOARD OF DIRECTORS: The Board of Directors is the group of persons vested with the management of the business and affairs of this corporation subject to the law, the Articles of Incorporation, and these By-laws.

SECTION 2. POWERS: The business and affairs of the Corporation shall be managed by and under the authority of the Board of Directors. The Directors shall act only as a Board of Directors and the individual directors shall have no power as such. The Directors may be residents of the State of Florida, and other parts of the United States.

SECTION 3: QUALIFICATIONS: Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Directors shall have a demonstrated interest in the Corporation's purpose, as set forth in its Articles of Incorporation. Requirements for Directors in this section may be waived by vote of the majority of the Board of Directors.

SECTION 4. NUMBER OF DIRECTORS: The Board of Directors shall consist of three or more natural persons. The number of Directors shall be determined from time to time by Resolution of the Board of Directors. The number of Directors of **Christ Children Academy, Inc.** shall be not less than three. The number of Directors may be increased or decreased from time to time by amendment to the By-laws. No decrease shall shorten the term of any incumbent Director nor shall the number of Directors be decreased at any time to less than three.

SECTION 5. ELECTION AND TERM OF DIRECTORS: (a) The first Board of Directors of Christ Children Academy, Inc. shall consist of those persons names in the Articles of Incorporation. Such persons shall hold office until the first annual election of Directors.

(b) Election of Board members shall occur at each annual meeting of the Board of Directors. The terms of directors shall be staggered. Initial Board members shall serve staggered terms of one and two years. Thereafter, Board members shall serve two year terms with approximately half of the Directors elected at each annual meeting. Each director shall hold office until the annual meeting when his/her term expires and until his/her successor has been elected and qualified. Board members may serve consecutive terms.

SECTION 6. CONDUCT OF BOARD MEETINGS; PROCEDURE AT BOARD MEETINGS: Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been designated, or in his or her absence, the president of the corporation, or in his or her absence, by the vice president of the corporation, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

The rules contained in the Handbook on Parliamentary Procedure ("Robert's Rules of Order") shall govern the meeting of the Board of Directors with exception of an addition such as invocation.

SECTION 7. RESIGNATION: Any Director can resign at any time by delivering a written resignation to the board. Resignations of Directors shall become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date.

No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of this state.

SECTION 8. REMOVAL: A director may be removed by a majority vote of the Board of Directors at any regularly scheduled meeting, whenever in its judgment the best interest of the Corporation would be served thereby.

SECTION 9. VACANCIES: Vacancies can be created by resignations, removals, or an increase in the size of the Board of Directors. Vacancies may be filled by a majority vote of the remaining Directors, even if less than a quorum. Directors elected to fill a vacancy shall hold office for the remaining portion of the term of the Director whose vacancy he or she is filling.

SECTION 10. MEETINGS OF THE BOARD: (a) Meetings of the Board of Directors, regular or special, may be held at such place within or without the State of Florida and upon such notice as may be prescribed by resolution of the Board of Directors.

(b) An annual meeting shall be held once a year at a time and location set by the Board of Directors. The Board shall hold at least one (1) regular meeting a year, but may meet more frequently if circumstances require.

(c) A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for objecting to the transaction of business because the meeting is not lawfully called or convened.

(d) Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

SECTION 11. NOTICE OF MEETINGS; SPECIAL MEETINGS: (a) Notice of all board meetings shall be given to each board member no less than two (2) days nor more than fourteen (14) days prior to the meeting.

(b) Notice of special meetings of the Board of Directors shall be in writing, signed by the President or Secretary, and shall be delivered personally or sent to each Director by mail or electronic mail to the recipient's last known address or by facsimile transmission to such number provided to the Corporation by such Director at least three (3) days before the date designated such meeting. All notices of special meeting shall state the time and place of meeting. Alternate method of texting is allowed as proper notification as well.

SECTION 12. INFORMAL ACTION BY DIRECTORS; MEETINGS BY TELEPHONE CONFERENCE: (a) Unless otherwise restricted by the Articles of Incorporation or these By-laws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the directors consents in writing through fax, mail, text or by electronic mail.

(b) Unless otherwise restricted by the Articles of Incorporation or these By-laws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of telephone conference or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

SECTION 13. WAIVER OF NOTICE: Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or these By-laws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of members, specify the general nature of the business to be transacted. Attendance by a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Directors attends the meetings for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened.

SECTION 14. QUORUM: Unless law requires a greater proportion, a majority of the directors then in office shall constitute a quorum for the transaction of business. If a quorum is present at

the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these By-laws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

SECTION 15. ACTION OF CONSENT: Any action required by law, under the Articles of Incorporation, or by these By-laws, the Board of Directors may consent in writing, setting forth the action to be taken. The consent is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all directors in office, and filed with the Secretary of the Corporation.

SECTION 16. SELF-DEALING: No director shall use confident information gained by reason of being a member of the Board of Directors for personal gain or to the detriment of the Corporation.

SECTION 17. EXECUTIVE COMMITTEE: The Board of Directors may, by resolution, appoint Directors to serve as an Executive Committee of the Board of Directors, to act for the Board in the interim between board meetings and to have and exercise, so far as may be permitted by law, the full power, and authority of the Board of Directors in the management of the Corporation, provided that the Executive Committee shall not have the power to (i) appoint additional members of the Board of Directors or of the Executive Committee to fill any vacancies therein, or (ii) amend or repeal the Articles of Incorporation or these By-laws, which powers shall be reserved to the Board of Directors. The Executive Committee shall keep record of its actions and meetings and shall provide such records to the full Board of Directors.

SECTION 18. OTHER COMMITTEES AND TASK FORCE: (a) The Board of Directors may by resolution establish other committees with such authority and responsibilities as the board may from time to time to determine and, to the extent permitted by law, may delegate to any such committee such powers, as the Board of Directors shall determine. Advisory and other committees not exercising any authority of the Board of Directors may have members who are not members of the Board of Directors.

(b) The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the board. Each committee and task force may adopt rules for its meeting not inconsistent with these By-laws or with any rules adopted by the Board of Directors.

ARTICLE III: OFFICERS

SECTION 1. ROSTER OF OFFICERS: (a) An Officer of the Corporation shall be the President, a Secretary and a Treasurer, each to have such duties or functions the Directors may from time to time determine. Officers need not to be chosen from among the Directors. Titles other than President, Secretary, and Treasurer may be used so long as the duties or functions of each said officer remains the same. The Board of Directors may, from time to time, appoint such officers

as deemed necessary or appropriate to perform designated duties and functions, such as Vice-President/Chair and other additional Officers or Assistant Officers as it may from time to time determine. One person may hold more than one office except that of the President and Secretary shall not be combined in one person.

(b) President. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these By-laws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, the President shall preside at all meetings of the board of directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these By-laws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

(c) Secretary. The Secretary shall be responsible for keeping an accurate record of all meetings, notice of meetings, official communications of the Board of Directors, see that all notices are duly given in accordance with these By-laws or as required by law, maintain the official records of the organization, and in general perform all duties customary to the office of Secretary and such other duties as from time to time as may be assigned by the Board. The Secretary shall have custody of the corporate seal of the Corporation, if any, and shall have the authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by his/her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his/her signature.

(d) Treasurer. The Treasurer shall be responsible for financial oversight, including keeping all appropriate fiscal records ensuring that appropriate fiscal records are kept and ensuring that all funds are recorded, spent, and monitored consistent with funder requirements, legal requirements, and sound financial management; shall see that the reports, statements and other documents required by the law are properly kept and filed; and shall, in general, perform all duties incident to the office of Secretary and such related duties as may from time to time be assigned by the Board of Directors or the President. The funds, books and vouchers in the hands of the Treasurer shall at all times be subject to the inspection, supervision and control of the Board of Directors and the Founder/President/Executive Director, and at the expiration of his or her term in office, the Treasurer shall turn over to the successor in office all books, monies and other properties of the Corporation. The Treasurer shall also ensure development and board review of financial policies and procedures.

SECTION 3. SELECTION AND REMOVAL OF OFFICERS: All officers shall serve two (2) year terms. Terms are renewable. As a rule, the Board of Directors shall review its officers once a year for considering whether to keep or replace them (but this review is not mandatory). An officer shall remain in office until his or her successor has been selected. The Board of Directors may

remove any officer elected or appointed to office whenever in their judgment the best interests of the Corporation will be served. Such removal, however, will be without prejudice to any relevant contract rights of such Officer.

SECTION 4. RESIGNATION: Any Officer may resign at any time, orally or in writing by notifying the Board of Directors. Such resignation shall take effect at the time therein specified and the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE IV: FINANCIAL AND ADMINISTRATIVE MATTERS

SECTION 1. EXECUTION OF CONTRACTS: The Board of Directors, except as otherwise provided in these By-laws, may prospectively or retroactively authorize any Officer or Officers, agent or agents, in the name and on behalf of the Corporation, to enter into any contract or instances.

SECTION 2. LOANS: The Board of Directors may prospectively or retroactively authorize the President or any other Officer or Agent of the Corporation (i) to obtain loans and advances at any time for the Corporation from any person and in connection therewith to make, execute and deliver promissory notes, bonds or other certificates or evidence of indebtedness of the Corporation, and (ii) when authorized to do so, to pledge and hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such are confined to specific instances. No loans shall be made to any Director or Officer thereof.

SECTION 3. CHECKS, DRAFTS, ETC.: All checks, drafts and other orders for payment of money out of the funds of the Corporation and all notes and other evidence of indebtedness of the Corporation shall be signed on behalf of the Corporation in such a manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instrument shall be signed by the President or Executive Director.

SECTION 4. INVESTMENTS: The Corporation shall have the right to retain all or any party of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or by any similar restrictions.

SECTION 5. DEPOSITS: All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time delegate.

SECTION 6. VOTING: Stocks and other securities owned by the Corporation shall be voted, in person or by proxy, as the Board of Directors or the Executive Committee may specify. In the absence of any direction by the Board of Directors, such stocks and securities shall be voted as the President and Executive Director may determine.

ARTICLE V: OPERATIONS

SECTION 1. BOOKS AND RECORDS: Books and Records will be maintained. The Corporation shall keep at its registered office in the State of Florida: (1) correct and complete books and records of accounts, (2) minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board, and (3) a record of the names and addresses of the Board members entitled to vote. All books and records of the Corporation may be inspected by any Board member having voting rights, or his/her agent and at a reasonable time.

ARTICLE VI: AMENDMENTS

SECTION 1. AMENDMENT OF ARTICLES AND BYLAWS: The Articles of Incorporation and the By-laws of the Corporation may be adopted in accordance with Florida Law and/or any one or more of the provisions thereof may be amended, or repealed by a majority vote of the directors then in office at any time or any an annual, regular or special meeting of the Board of Directors by a vote of the majority of the directors at a meeting where a quorum is present, provided that at least ten days written notice has been given each member of the Board of the intention to adopt, amend, or repeal the Articles of Incorporation or the Bylaws.

ARTICLE VII: FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 through December 31, or other period as determined by the Board of Directors.

ARTICLE VIII: CONFLICT OF INTEREST

SECTION 1. PURPOSE: The purpose of the conflict of interest policy is to protect the organization's interest when it is considering negotiating a transaction or agreement that might benefit the personal interest of an officer or director of the organization or might result in a possible gain for the transaction. This article is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organization.

SECTION 2: The officers, employees, or agents of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors for their own benefit.

SECTION 3: No officer, employee, or agent of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his or her knowledge, he or she has a financial interest in that purchase or contract.

SECTION 4. DISCLOSURE: Any possible conflict of interest shall be disclosed by the person or persons concerned in sufficient detail to inform the Board of Directors of the nature and extent of the conflict of interest.

SECTION 5. BOARD OF ACTION: When a conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person(s) shall call it to the attention of the Board of Trustees and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room during the vote of the Board of Trustees. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board of Directors, excluding the person(s) concerning whose situation the doubt has arisen.

SECTION 6. RECORD OF CONFLICT: The official minutes of the Board of Directors shall reflect that the conflict of interest was disclosed and the interested person(s) was (were) not present during the final discussion or vote and did not vote on the matter.

SECTION 7. VIOLATIONS OF CONFLICT OF INTEREST POLICY: If the governing Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest; it shall inform the member of the basis for such belief and allow the member the opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board determine the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IX

PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to, its members, directors or trustee, 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 of this Corporation.

ARTICLE X

DEISTRITUTION OF FUNDS UPON DISSOLUTION

Upon the dissolution of the organization, 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 disposed of shall be disposed of by the Court of Common Pleas of the country in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which organized and operated exclusively for such purposes.

ARTICLE XI

ESTABLISHMENT OF RACIALLY NONDISCRIMINATION POLICY

This organization admits individuals to all services provided by our organization of any race, color, national origin, and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students and any other client provided by our organization. It does not discriminate on the basis of race, color, national origin, and ethnic origin in administration of its organization's policies, services, intake policies to any service provided, and any other administered program.

ARTICLE XII: DURATION

The duration of the Corporation shall be perpetual

ARTICLE XIII: TERRITORY

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions; but the operation of the corporation shall not be limited to such territory.

ARTICLE XIV

NON-STOCK CORPORATION

The Corporation shall be considered organized on a non-stock basis, and therefore, certificate of shares of stock in the corporation shall not be issued.

ARTICLE XV

CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these By-laws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these By-laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By-laws shall be unaffected by such holding.

All references in these By-laws to the Articles of Incorporation shall be to the articles of incorporation, articles of organizations, certificate of incorporation, organization charter, corporate charter, or other founding document of this Corporation filed with an office of this State and used to establish the legal existence of Corporation.

All references in these By-laws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BY-LAWS

We, the undersigned, are all of the initial directors or incorporators of this Corporation, and we consent to, and hereby do, adopt the foregoing By-laws, consisting of 10 preceding pages, as the By-laws of this Corporation.

Dated this 17th day of November, 2016

x 

Valarie James, President/Director

x 

Errol James, Secretary/Treasurer/Director