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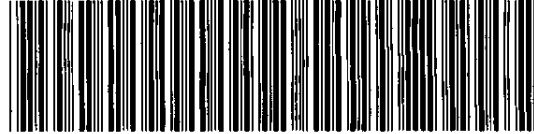
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DEPARTMENT OF STATE
17 MAR 23 AM 11:55

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 MAR 26 PM 10:20

COVER LETTER

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

SUBJECT: Cambridge Graduate University International,
(Non-Profit) 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: REGINA McHardy
Name (Printed or typed)
2120 Killarney Way Ste 121
Address
Tallahassee FL 32309
City, State & Zip
(850) 298 4455
Daytime Telephone number
regina.mchardy@equiedu.com
E-mail address: (to be used for future annual report notification)

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

3-24-17

Department of State
Division of Corporations

I, REGINA McHardy, Executive Administrator to V.P.
Dr. Calandra Smith and President Dr. Tim Howard
am writing this letter to release the rights of Cambridge
Graduate University International, LLC to use the same
Name so that we can file a Non Profit organization
with the same Name; Cambridge Graduate University
International, Inc. as both organizations are
Affiliated.

I hereby submit this written request on Friday
March 24, 2017. Authorized by Dr. Tim Howard, President
and Dr. Calandra Smith V.P.

REGINA McHardy
Executive Administrator
A. McHardy
3-24-17

**ARTICLES OF INCORPORATION OF
CAMBRIDGE GRADUATE UNIVERSITY INTERNATIONAL, INCORPORATED**

ARTICLE I

Name

The name of this corporation is Cambridge Graduate University International, Incorporated and its principal place of business and mailing address shall be located at 2120 Killarney Way, Suite 121, Tallahassee, FL 32309.

ARTICLE II

Enabling Law

This corporation is organized pursuant to the Florida Not for Profit Corporation Act.

ARTICLE III

Purposes

Section 1.

This corporation is organized and shall be operated exclusively for scientific and educational purposes and not for pecuniary profit. The corporation shall be operated exclusively for the benefit of Cambridge Graduate University International. The Corporation is a university within the definition of Section 240, Florida Statutes, and as such is organized and operated exclusively to provide and maintain courses of instruction, employ professors, and to maintain and control the government and discipline of the University, and to fix the rates of tuition, and the qualifications for admission to the University and its various departments; to receive, hold, invest, and disburse all moneys and administer property and to make expenditures to or for the benefit of University or for any educational purpose; to grant such honors and degrees as are usually granted by like institutions, and to give suitable diplomas.

The purposes of this corporation include the promotion and encouragement of, and assistance to, the research and training activities of faculty, staff, and students of Cambridge Graduate University International through income from tuition, fees, grants, and other sources, including, but not limited to, income derived from or related to the development and commercialization of University work products. The corporation shall provide means by which discoveries, inventions, processes, and work products of faculty, staff, and students of the University may be patented, developed, applied, and utilized in order that the results of such research shall be made available to the public and that funds be made available from such discoveries, inventions, processes, and work products for further research at Cambridge Graduate University International.

Section 2.

All the assets and earnings of the corporation shall be used exclusively for the exempt purposes set forth above, including the payment of expenses incidental thereto.

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ARTICLE IV

Powers and Limitations on Powers

Section 1.

This corporation shall have all the powers and authority as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida.

Section 2.

No part of the net earnings shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying out of a program of propaganda or otherwise attempting to influence legislation. The corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws) or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws). The corporation shall have no capital stock, pay no dividends, distribute no part of the income to its members, directors, or officers, and the private property of the subscribers, members, directors, and officers shall not be liable for the debts of the corporation. The Corporation shall not have the power to convey, lease, pledge, or otherwise encumber assets of the State of Florida.

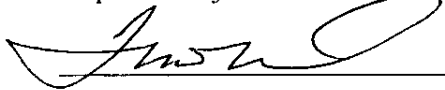
ARTICLE V

Incorporators

The name and residence of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Tim Howard	2120 Killarney Way Suite 121 Tallahassee, FL 32309

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

3/23/17

Date

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.

ARTICLE VI

Membership

Section 1.

The membership of this corporation shall consist of persons who are interested in the scientific and educational purposes of the corporation and who meet such additional qualifications as may be prescribed in the bylaws of this corporation. Qualified persons shall become members of the corporation upon approval or acceptance in any manner authorized by the Board of Directors.

Section 2.

The voting and other rights and privileges of members and the provisions for termination of membership shall be as set forth in the bylaws of this corporation.

ARTICLE VII

Board of Directors and Management

Section 1.

The affairs of the corporation shall be managed by a Board of Directors who shall serve without compensation. The Board of Directors shall consist of not less than three (3) nor more than twelve (12) directors. The Board shall have the authority to set the exact number of Board members as may be required from time to time. The Board of Directors shall include the incumbent holder of the following named offices and persons from the following named classes:

- A. President, Board of Trustees - Cambridge Graduate University International
- B. Vice President, Board of Trustees - Cambridge Graduate University International
- C. Treasurer, Board of Trustees - Cambridge Graduate University International
- D. Secretary, Board of Trustees - Cambridge Graduate University International
- E. Representative to the governing board appointed by the Chairman of the Board of Trustees;
- G. Additional directors shall be appointed to the Board by the President of Cambridge Graduate University International.

Directors shall be removed in accordance with the procedure provided in the Bylaws.

Section 2.

In accordance with Florida Statutes Section 240.299(3)(1988), the Chairman of the Board of Trustees may appoint a representative to the Board of Directors of the corporation.

Section 3.

The names and street address of the initial directors are:

NAME**ADDRESS**

Allan Burns

2120 Killarney Way, Suite 121
Tallahassee, FL 32309

Barbara Barnes

2120 Killarney Way, Suite 121
Tallahassee, FL 32309

Hugh Crossland

2120 Killarney Way, Suite 121
Tallahassee, FL 32309

Tim Lynch

2120 Killarney Way, Suite 121
Tallahassee, FL 32309**Section 4.**

The President of Cambridge Graduate University International shall have authority and responsibility to monitor and control the use of the University's resources and name.

ARTICLE VIII**Officers****Section 1.**

The officers of this corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided for in the bylaws.

Section 2.

The qualifications of officers, the time and manner of electing or appointing them, the duties of and the term of office, and the manner of removing officers shall be as set forth in the bylaws.

Section 3.

The names of the persons who are to serve as officers of the corporation until their successors are elected and qualified are:

President	Allan Burns
Vice President	Barbara Barnes
Secretary	Tim Lynch
Treasurer	Hugh Crossland

ARTICLE IX

Location of Registered Office and Registered Agent

The address of the initial registered office of this corporation is the 2120 Killarney Way, Suite 121 Tallahassee, FL 32309, and the name of this corporation's initial registered agent at such address is Tim Howard, President of Cambridge Graduate University International. Copies of all papers should also be sent to President Tim Howard, 2120 Killarney Way Suite 121 Tallahassee, FL 32309 and to Calandria Smith, Executive Vice President, 2120 Killarney Way Suite 121, Tallahassee, FL 32309.

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

3/23/17

Date

ARTICLE X

Amendments to Bylaws and Articles of Incorporation

The Bylaws of the corporation shall be adopted at the first meeting of the Board of Directors and may be adopted, altered, amended, or repealed by a majority vote of the Board of Directors at any regular or special meeting of the Board, or by all directors signing a written statement manifesting their intention that the Bylaws be adopted, altered, amended, or repealed, and in all instances, with the written concurrence of the President of Cambridge Graduate University International and the approval of the Board of Trustees; provided, however, in the event of any meeting, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished in writing to each director of the corporation, at least ten (10) days prior to the meeting at which such Bylaws alteration shall be voted upon.

The Articles of Incorporation of the corporation may be amended by two-thirds (2/3) vote of the Board of Directors at any regular or special meeting of the Board or by all directors signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, and in all instances, with the written concurrence of the President of Cambridge Graduate University International and the approval of the Board of Trustees; provided, however, with respect to any meetings, notice thereof, which shall include the text of the proposed change to the Articles of Incorporation, shall be furnished in writing to each member of the corporation at least ten (10) days prior to the meeting at which such Amendment of the Articles of Incorporation is to be voted upon.

ARTICLE XI

Term of Existence

This corporation shall commence corporate existence upon the date of signing these articles of incorporation by the incorporators and shall have perpetual existence unless it shall be dissolved pursuant to the laws of the State of Florida and these Articles of Incorporation.

ARTICLE XII

Dissolution

Upon dissolution or winding up of this corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be disbursed to Cambridge Graduate University International Incorporated, provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), or in the event that such organization is not in existence or Cambridge Graduate University International, Incorporated, is not exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by the Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue of 1954 (or corresponding provisions of any subsequent revenue laws), as may be selected by the University President based on a recommended plan of disposition made by the last Board of Directors and included in the decertification request to the Board of Trustees. None of the assets will be distributed to any members, directors, or officers of this corporation.

The undersigned, one of the incorporators of this corporation, for the purpose of forming this corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation this _____ day of January, 2017.

(SEAL)

STATE OF FLORIDA

COUNTY OF LEON

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared _____, to me well known to be the person described as an incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

Notary Public, State of Florida at Large

My Commission Expires: _____

Notary Seal