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SECRETARY OF STATE
TALLAHASSEE FLORIDA

N CULLIGAN

NOV 29 2017

COVER LETTER

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

SUBJECT: The Learning Instinct, 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: Ryan Kairalla
Name (Printed or typed)

6340 Sunset Drive
Address

Miami, FL 33143
City, State & Zip

305-761-8054
Daytime Telephone number

ryankair@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
OF
THE LEARNING INSTINCT, INC.

17 NOV 28 AM 11:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under Chapter 617 of the Florida Not For Profit Corporation Act, as amended (the "Act"), hereby adopts the following Articles of Incorporation, and certifies as follows:

ARTICLE I. NAME

The name of the corporation shall be:

THE LEARNING INSTINCT, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

6340 SUNSET DRIVE
MIAMI, FLORIDA 33143

ARTICLE III. MAILING ADDRESS

The mailing address of the Corporation shall be:

6340 SUNSET DRIVE
MIAMI, FLORIDA 33143

ARTICLE IV. PURPOSE(S)

The Corporation is not-for-profit and is organized and shall be operated exclusively for charitable, educational, and scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code"), including, without limitation: private, public, and/or virtual educational institutions and all ancillary programs: the development and delivery of instructional services; the development, research-based validation, and implementation of curriculum; and including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation may be operated for the benefit of any new or additional organizations described in Section 509(a)(1) or 509(a)(2) of the Code which are organized and operated to support education as shall be determined by the Board of Directors of the Corporation.

ARTICLE V. MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is set forth in the By Laws.

ARTICLE VI. INITIAL DIRECTORS AND/OR OFFICERS

- (1) MELISSA PIERRE KELLY,
DIRECTOR
6340 SUNSET DRIVE
MIAMI, FLORIDA 33143
- (2) CHRISTEN PARKER-YARNAL
DIRECTOR
6340 SUNSET DRIVE
MIAMI, FLORIDA 33143
- (3) RODNEY YARNAL
DIRECTOR
6340 SUNSET DRIVE
MIAMI, FLORIDA 33143

ARTICLE VII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

RYAN A. KAIRALLA
6340 SUNSET DRIVE
MIAMI, FL 33143

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation:

RYAN A. KAIRALLA, ESQ.
6340 SUNSET DRIVE
MIAMI, FL 33143

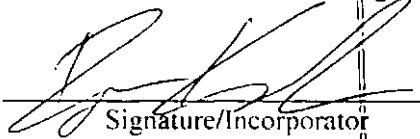
ARTICLE IX. CHARITABLE ORGANIZATIONS PROVISIONS

Notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

1. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").
2. 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 the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. No director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.
3. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

4. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).
5. Upon dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of the assets of the Corporation for one or more exempt purposes within the meaning of Code Section 501(c)(3), including to not for profit corporations or trusts described in Section 509(a)(1) or 509(a)(2) of the Code which are organized and operated to support education, including specifically the support and operation of private, public, and/or virtual educational institutions and all ancillary programs or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.


Signature/Incorporator

11/21/17
Date

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for THE LEARNING INSTINCT, INC. (the "Corporation"), a Florida not-for-profit corporation, at the place designated in the foregoing Amended and Restated Articles of Incorporation, Ryan A. Kairalla hereby accepts the appointment as registered agent and agrees to act in this capacity. Ryan A. Kairalla further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Ryan A. Kairalla is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 617, Florida Statutes.

Ryan A. Kairalla

By: 

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TALLAHASSEE FLORIDA