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## FLORIDA PROFIT/NON PROFIT CORPORATION

Cybrary Qalich, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
CYBRARY QALICB, INC.**

**A Florida "Non-Profit" Corporation**

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Chapter 617 of Florida Statutes (2017), hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME OF CORPORATION:** The name of the corporation (the "Corporation") is **CYBRARY QALICB, INC.**

**ARTICLE II**

**PRINCIPAL OFFICE:** The principal office of the Corporation is located at 100 Civic Court, Homestead, Florida 33030.

**MAILING ADDRESS:** The mailing address of the Corporation is 100 Civic Court, Homestead, Florida 33030.

**ARTICLE III**

**PURPOSE:** This Corporation is formed exclusively for charitable, health, social responsibility and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue law, and for the provision of innovative education to the citizens of the City of Homestead, Florida. The Corporation is organized, and at all times hereafter operated, exclusively for the benefit of, to perform the functions of, and to carry out the purposes of the City of Homestead, Florida, a Florida municipality (the "City"), including more specifically, the following primary purposes:

(a) To support the establishment of a state-of-the-art educational community center and library located in Homestead, Florida;

(b) To further the benevolent missions of the City to its citizens, and to promote, support, and engage in any or all of the charitable, educational, and scientific efforts which are now or may hereafter be established by the City;

(c) To construct, manage, buy, sell, exchange, mortgage, contribute, lease, operate, and/or administer community facilities or supporting facilities necessary for or incidental to the non-profit mission of the Corporation or the Corporation's affiliated entities;

(d) To create an innovative educational and cultural destination accessible to patrons regardless of ability to pay;

(e) To borrow proceeds for and to receive grants, contributions, donations, and gifts to be used to further these corporate purposes and the purposes of any federally tax exempt organization which is affiliated with the Corporation;

(f) To promote, by distribution, donation, or loan, the interest of any federally tax exempt organization which is affiliated with the Corporation and which furthers the purposes of the Corporation, the purposes of which are not inconsistent with those of the Corporation;

(g) To contract with other organizations, for profit and non-profit, with individuals, corporate entities, and governmental agencies in furtherance of these exempt purposes;

(h) Such other exempt purposes as may be determined from time to time to be in the furtherance of the exempt purposes of the City stated hereinabove.

The Corporation shall exist and operate solely for charitable, health, social responsibility and educational purposes within the meaning of Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder, and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual. The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code and shall not be operated for the benefit of private interests.

#### ARTICLE IV

##### POWERS:

(a) The Corporation shall have and exercise all powers of a non-profit corporation as the same now exist or may hereinafter exist under the laws of the State of Florida.

(b) The Corporation shall be authorized to use its property, facilities and personal services, to receive, hold, invest, or administer assets or property and to make expenditures in accordance with its purpose and Florida law. The Corporation further shall be authorized to incur indebtedness in accordance with the applicable laws of the State of Florida, and to enter into agreements to finance, capitalize, loan, design and construct, lease, lease-purchase, purchase, sell, dispose of or operate real property and operating businesses necessary and desirable to serve needs and purposes of the City.

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(c) Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code. No part of the assets, income, or profits of the Corporation shall be distributable to, or inure to the benefit of its directors, or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein.

## ARTICLE V

### PROHIBITED PURPOSES:

(a) Notwithstanding any other provision of these articles, the Corporation 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 (c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law.

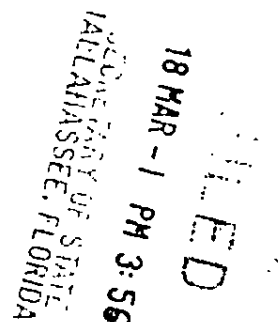
(b) The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the directors, or officers thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable purposes. The property, assets, and net income of the Corporation are irrevocably dedicated to charitable purposes and no part of which shall inure to the benefit of any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable purposes.

(c) No 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, nor intervene in, any political campaign on behalf of any candidate for public office.

(d) The corporation shall not engage in any prohibited activity as defined in Section 617.0835, Florida Statutes, or the corresponding provision of any future Florida Statute.

## ARTICLE VI

**MEMBERSHIP:** The Corporation shall not have members or capital stock.



#### ARTICLE VII

**BYLAWS:** The Bylaws of the Corporation shall be initially approved by a majority vote of the initial Board of Directors and thereafter may be amended as provided in the Bylaws.

#### ARTICLE VIII

**AMENDMENT:** These Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

#### ARTICLE IX

**MANNER OF ELECTION:** The initial Board of Directors shall be appointed by the City Manager of the City. The method of selection for subsequent and additional directors on the Board of Directors and number of directors shall be stated in the Bylaws. The provision for the election of the directors and officers shall be set forth in the Bylaws. No action shall be taken at any time by the Corporation when appointees or designees of the City to the Board of Directors do not constitute a majority of the Board of Directors of the Corporation.

#### ARTICLE X

**DIRECTORS:** The Corporation shall be governed by a Board of Directors as provided for in the Bylaws of the Corporation, although the City reserves the following powers:

- (a) To appoint Directors as provided in the Bylaws of the Corporation;
- (b) To have the independent authority to remove a Director of the Corporation appointed by the City, without cause, whenever such action would be in the best interest of the Corporation;
- (c) To approve all amendments to the Articles of Incorporation and Bylaws of the Corporation, except the adoption of the initial Articles of Incorporation and Bylaws of the Corporation;
- (d) To approve the appointment by the Board of Directors of the Officers of the Corporation;
- (e) To approve the establishment and dissolution of any subsidiary entities;
- (f) To approve the Corporation's making of a loan or debt instrument to or investment in an individual or corporate entity;

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(g) To approve any transfer of assets of the Corporation's assets exceeding one-hundred thousand dollars (\$100,000.00) in value, except when such transfer is made to a lender to the Corporation in relation to a full or partial satisfaction of a loan made to the Corporation by the same lender when such loan was approved by the Board of Directors, including transfer of (i) mortgaged tangible or intangible assets, (ii) tangible or intangible assets subject to liens or pledge agreements, or (iii) tangible or intangible assets included in a lender's collateral for a loan to the Corporation;

(h) To direct the preparation of and give approval to any plan of dissolution or merger.

#### ARTICLE XI

**OFFICERS:** The Officers of the Corporation shall consist of such officers and assistant officers as the Board of Directors shall provide for in the Bylaws of the Corporation. The Officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors. The initial Officers shall be elected at the first meeting of the Board of Directors. Vacancies shall be filled by the Board of Directors at any regular or specially called meeting.

#### ARTICLE XII

**INFORMAL ACTION:** To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors or any appointed committee of either board, or any action which may be taken at any annual or special meeting of any such board or committee, may be taken without a meeting, without prior notice and without a vote, if the action is taken by the directors or committee members entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action at a meeting at which all directors or committee members entitled to vote on such action were present and voted. The action must be evidenced by one or more written consents describing the action taken, dated and signed by approving directors or committee members having the requisite number of votes and entitled to vote on such action, and such written consent or consents must be delivered to the Corporation at its principal office.

#### ARTICLE XIII

**REGISTERED AGENT:** The name of the registered agent of the corporation is Gemma Torcivia. The address of this registered agent is 212 NW 1st Avenue, Homestead, Florida 33030. The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

#### **ARTICLE XIV**

**INCORPORATOR:** The name and address of the incorporator is Gemma Torcivia, 212 NW 1st Avenue, Homestead, Florida 33030.

#### **ARTICLE XV**

**INDEMNIFICATION:** Any person made a party to any action, suit or proceeding by reason of being 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 her 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 any misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled apart from this Article.

#### **ARTICLE XVI**

**DISSOLUTION:** The Board of Directors or its successor entity shall have the irrevocable power and authority by a unanimous vote at any regular called meeting of said Board of Directors to unilaterally direct the dissolution of the Corporation in accordance with Chapter 617 of the Florida Statutes.

Upon the dissolution of the Corporation, after paying or making provision for the payment of all the liabilities of the Corporation, the Corporation shall dispose of its assets remaining after payment of all costs and expenses of such dissolution exclusively for the purposes of the Corporation to such organizations organized and operated exclusively for purposes as shall at that time qualify as purposes of a tax exempt organization or organizations under Section 501(c)(3) of the Code or the corresponding provision of any future Internal Revenue law, as the Board of Directors shall determine. Upon dissolution of the Corporation, none of the assets shall be distributed to any natural person who is a director or officer of this Corporation.

#### **ARTICLE XVII**

**TERMS OF EXISTENCE:** Subject to the provisions of Article XVI of these Articles of Incorporation, the Corporation shall have perpetual existence.

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The undersigned 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 Section 817.155, Florida Statutes.

Signature of Incorporator \_\_\_\_\_ Date March 1, 2018



**REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT**

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 for Cybrary QALICB, Inc., a Florida non-profit corporation, and agree to act in this capacity.

  
\_\_\_\_\_  
Signature of Registered Agent

March 1, 2018  
\_\_\_\_\_  
Date