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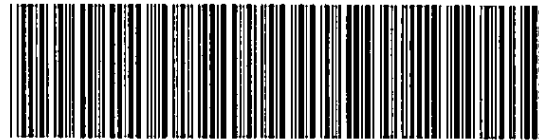
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**ARTICLES OF INCORPORATION
APPLESEED'S PERFORMING ARTS ACADEMY INC.
(A NON-PROFIT CORPORATION)**

We, the undersigned, being competent to contract and desirous of forming a corporation for non-profit purposes under the provisions of Chapter 617 of the Florida Statutes, do agree and submit the following as and for our Articles of Incorporation:

Effective April 09, 2019

EIN: 83-4322679

ARTICLE I – NAME/ADDRESS

The name of this corporation shall be: **APPLESEED'S PERFORMING ARTS ACADEMY INC.**

Its principal place of business shall be:

115 NE 3rd *Street*
Pompano Beach FL 33060

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ARTICLE II – TERMS OF EXISTENCE

The Corporation shall have perpetual existence, unless dissolved sooner by operation of law or by corporate resolution.

ARTICLE III – PURPOSE

The purpose of the corporation is 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, or the corresponding section of any future federal tax code and herein stated as follows:

The vision of AppleSeed's Performing Arts Academy Inc. is to be a cutting-edge educational facility that will implement, advance teaching techniques and methods which in return will brighten the paths and transform the lives of students from every walk of life.

Our purpose as a non-profit organization is to operate a performing arts preschool and elementary school ages 2 ½ to 11 years old that instructs and educates using the arts; singing, dancing, musical instruments, and theatrics to allow each student to grow and develop in their God-given purpose.

ARTICLE IV – MEMBERSHIP

There Shall Be NO Members

ARTICLE V – INCORPORATOR

The Incorporator to these Articles of Corporation is as follows:

Otis K. Kemp
115 NE 3rd *Street*
Pompano Beach FL 33060

ARTICLE VI – THE OFFICERS

Section 1: The officers of this corporation shall be President, a Vice-President, a Secretary, a Treasurer, and other offices that may from time to time be required to carry out the business of the corporation. The following persons who are to serve as officers initially until the first annual meeting of the corporation or until their successors are duly elected are as follows:

See Board of Directors

ARTICLE VII – BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors, consisting of not less than three (3) and never more than four (5) directors. The Directors shall be members of the corporation and elected and hold office in accordance with the Bylaws of the corporation. The name and address of the person who are to serve as Directors initially, or until the first annual meeting of the corporation are:

Otis K. Kemp/President/Director

115 NE 3rd Street
Pompano Beach FL 33060

Tracye Wilkerson/Vice President/Director

115 NE 3rd Street
Pompano Beach FL 33060

Sonji Gant/Secretary/Treasurer

115 NE 3rd Street
Pompano Beach FL 33060

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ARTICLE VIII – POWERS

The Corporation shall possess and exercise all the powers and privileges granted by Chapters 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Article of Incorporation.

The Corporation is organized as a not-for-profit entity, and 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 services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as provided in section 501(h) of the Internal Revenue Code of 1986, and the corporation shall not participate in, or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

ARTICLE IX – BYLAWS

The by-laws of the corporation shall be made, altered, and rescinded by a majority vote of the members at a regular or special meeting of the corporation, subject to all notice and quorum requirements.

ARTICLES X – NON-PROFIT DISSOLUTION OF TAX-EXEMPT ORGANIZATION

Upon the dissolution and winding up of the organization after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation, association, or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code of 1986 and which has established its tax-exempt status under that section or corresponding section of any future federal tax code; or shall be distributed to federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located to such organization or organizations as said Court shall determine, and which are organized and operated exclusively for such purpose.

Upon the dissolution and winding up of the organization after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation, association, or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code of 1986 and which has established its tax-exempt status under that section or corresponding section of a any future federal tax code; or shall be distributed to federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located to such organization or organizations as said Court shall determine, and which are organized and operated exclusively for such purpose.

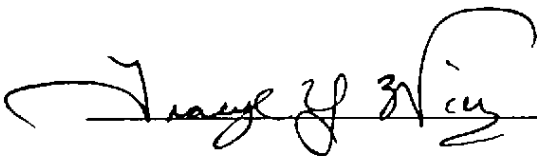
ARTICLE XI – AMENDMENT OF ARTICLES

These Articles may be amended, altered, or rescinded by a majority vote of the Board of Directors present at a regular or special meeting of the corporation, provided all notice and quorum requirements are met.

ARTICLE XII – REGISTERED AGENT AND ACCEPTANCE

First, having been organized as a Not-for-Profit Corporation, APPLESEED'S PERFORMING ARTS ACADEMY INC.. hereby designates Tracie Wilkerson, as its Registered Agent to accept process of service on its behalf at its place of business located at 115 NE 3rd Street Pompano Beach FL 33060

ACCEPTANCE: "Having been advised of the responsibilities of a Registered Agent and having been designated by the above-named corporation, I hereby accept to act in this capacity on this 1st day of April, 2019.



Tracie Wilkerson, Registered Agent

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