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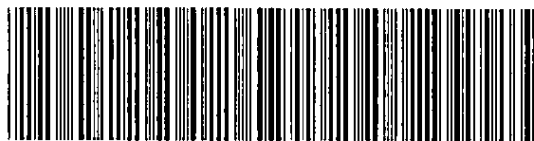
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TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

ACI Educational Corp.

Signature

Requested by: Seth

08/02/19

Name

Date

Time

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____

ACI EDUCATIONAL CORP.
Articles of Incorporation

The undersigned incorporators, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I. - Name

The name of the corporation shall be: ACI Educational Corp.

ARTICLE II. - Principal Office

The principal place of business and mailing address of this corporation is: 14505 Commerce Way, Suite 522, Miami Lakes, FL 33016.

ARTICLE III. - Purposes

The specific purposes for which the corporation is organized are:

- A. The Corporation is organized and shall be operated exclusively for charitable, educational, or scientific purposes, and in furtherance of such purposes shall have the power:
- (1) To acquire by gift, bequest, devise, or otherwise, real property or personal property or both, and/or all things of value for the benefit of the Corporation; and to hold, administer, use, or distribute the same for the benefit of the Corporation; and
 - (2) To pay out and distribute the Corporation's funds for scientific investigation, research, technological advancement, and education opportunities at the University operated by the Corporation; and
 - (3) To create subsidiary corporations to assist the Corporation in the furtherance of its activities incidental to the foregoing purposes except as limited herein or the bylaws; and
 - (4) To engage in any and all lawful activities incidental to the foregoing purposes except as limited herein or by law.

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- B. The Corporation shall at all times be operated solely as a not for profit pursuant to Sections 509(c)(3) and 509(a)(3) of the Internal Revenue Code.
- C. It is intended that the Corporation shall have and continue to have the status of an entity, which is exempt from federal and state income taxation.
- D. The Corporation shall be without capital stock and no dividends or pecuniary profits shall be declared, paid to, or inure to the benefit of the members of the Board of Directors in their private capacity.

ARTICLE IV. - Period Of Existence

The Corporation shall have perpetual existence.

ARTICLE V. - Manner Of Election Of Directors

The manner in which the directors are elected and appointed is set forth in the Bylaws.

ARTICLE VI. - Initial Directors

The names and addresses of the individuals who shall serve as the initial directors are:

Mr. Diony Antigua
14505 Commerce Way
Suite 522
Miami Lakes, FL 33016

Mr. Taime Gonzalez
14505 Commerce Way
Suite 522
Miami Lakes, FL 33016

Mr. Justin Garcia
14505 Commerce Way
Suite 522
Miami Lakes, FL 33016

ARTICLE VII. - Initial Registered Agent And Street Address

The name and Florida street address of the initial registered agent is: Jonathan A. Heller, Esq., Law Offices of Jonathan A. Heller, P.A., 14 N.E. 1st Avenue, Suite 1105, Miami, Florida 33132.

ARTICLE VIII. - Incorporator

The name and address of the Incorporator to these Articles of Incorporation is: Jonathan A. Heller, Esq., Law Offices of Jonathan A. Heller, P.A., 14 N.E. 1st Avenue, Suite 1105, Miami, Florida 33132.

ARTICLE IX. - Charitable Organizations Provisions

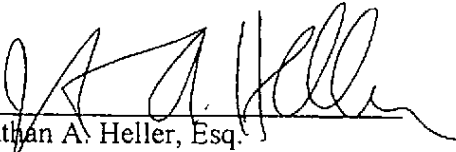
Notwithstanding any powers granted to the Corporation by its Articles, Bylaws or the laws of the State of Florida, the following limitations of power shall apply:

- A. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distribution to organizations that qualify as exempt organizations under Section 501(c)(3) and 509(a)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code [Code].
- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, 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 substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) or 509(a)(3) of the Code; or (ii) by an organization receiving contributions which are deductible under Section 170(c)(2) of the Code.
- C. Upon dissolution of the Corporation, all assets shall be transferred to another recognized affiliated entity approved by the Executive Committee; 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

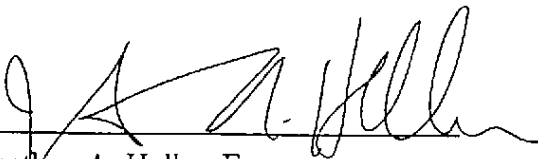
organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X. - Amendments

These Articles of Incorporation may be amended upon a two-thirds (2/3) vote of the Board of Trustees.


Jonathan A. Heller, Esq.
Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent


Jonathan A. Heller, Esq.

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JULIA M. LORIO