

N21000003068

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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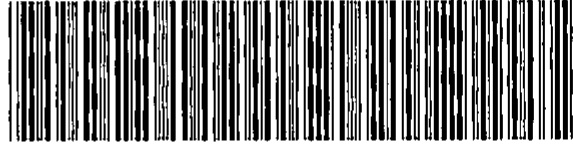
(Business Entity Name)

(Document Number)

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2021 MAR 18 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FL

FILED

PITAL CONNECTION, INC.

Virginia Street, Suite 1 • Tallahassee, Florida 32301
24-8870 • 1-800-342-8062 • Fax (850) 222-1222

ON ACADEMY ENDEAVORS, CORP

- ☒ 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 _____
- _____ Courier _____

Signature _____

Requested by: BA

03/18/21

Name _____

Date

Time _____

Walk-In _____

Will Pick Up _____

COVER LETTER

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

SUBJECT: SHELTON ACADEMY ENDEAVORS, CORP
(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: DAYLI BETANCOURT

Name (Printed or typed)

201 S BISCAYNE BLVD, STE 2600

Address

MIAMI, FL 33131

City, State & Zip

305-679-5733

Daytime Telephone number

DBETANCOURT@JONESWALKER.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
In compliance with Chapter 617, F.S., (Not for Profit)

FILED

ARTICLE I NAME

Name of the corporation shall be: SHELTON ACADEMY ENDEAVORS, CORP

2021 MAR 18 AM 10: 27

ARTICLE II PRINCIPAL OFFICE

Principal street address:

999 BRICKELL AVENUE

SUITE 560

MIAMI, FL 33131

Mailing address, if different is:

999 BRICKELL AVENUE

SUITE 560

MIAMI, FL 33131

SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLE III PURPOSE

purpose for which the corporation is organized is: _____

_____ attached Exhibit - A

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected and appointed: Bylaws

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: JUAN MATA - PRESIDENT

Address: 999 BRICKELL

SUITE 560

MIAMI, FL 33131

Name and Title: ALESSANDRA LANTE - DIRECTOR

Address: 999 BRICKELL

SUITE 560

MIAMI, FL 33131

Name and Title: IGNACIO CONTRERAS - DIRECTOR

Address: 999 BRICKELL

SUITE 560

MIAMI, FL 33131

Name and Title: DIEGO ZULOAGA - DIRECTOR

Address: 999 BRICKELL

SUITE 560

MIAMI, FL 33131

Name and Title: SOFIA LAVALLE - DIRECTOR

Address: 999 BRICKELL

SUITE 560

MIAMI, FL 33131

Name and Title: JAIME GARCIA DEL BARRIO - DIR

Address: 999 BRICKELL

SUITE 560

MIAMI, FL 33131

and Title: _____ Name and Title: _____
s _____ Address: _____

and Title: _____ Name and Title: _____
ss _____ Address: _____

CICLE VI REGISTERED AGENT
Name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Entity: ENTITY REGISTERED AGENT, LLC
Address: 201 S BISCAYNE BLVD., STE 2600
MIAMI, FL 33131

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TALLAHASSEE, FL

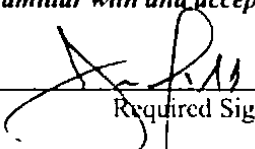
CICLE VII INCORPORATOR
Name and address of the Incorporator is:

Name: SOFIA LAVALLE
Address: 999 BRICKELL AVENUE, SUITE 560
MIAMI, FL 33131

CICLE VIII EFFECTIVE DATE:
Effective date, if other than the date of filing: _____ (OPTIONAL)
If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

g: 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.


*ing been named as registered agent to accept service of process for the above stated corporation at the place designated in this
ificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*



Required Signature of Registered Agent
3/16/2021

Date

*submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to
Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*



Required Signature of Incorporator
3/16/2021

Date

Exhibit – A

**ARTICLE III
PURPOSE**

Section 1. Purpose. The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes, all as contemplated and permitted by Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”); provided that, in connection with such purposes and to the extent permitted by Section 501(c)(3) of the Code, the Corporation is authorized to engage in any lawful activity for which corporations may be formed under the Act. Within the framework and limitations of the foregoing, the Corporation’s activities shall further the purposes of Duties of Directors and Officers. In carrying out the purposes and achieving the goals of the Corporation, the officers and the Board of Directors of the Corporation shall assure that all funds, earnings, and properties of the Corporation shall be devoted exclusively to the advancement of its purposes and that no part of such funds, earnings, and properties shall inure to the benefit of any member or individual; and

(b) assure that no substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except to the extent permitted under the Code, and that the Corporation does not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

**ARTICLE VII
DURATION/LIQUIDATING DISTRIBUTIONS**

The duration of the Corporation shall be perpetual. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the Corporation, dispose of the assets of the Corporation exclusively for the purposes set forth in Article III hereof, or to any organization established and operated exclusively for the purposes set forth in Article III hereof, which shall at the time of such dissolution qualify as an organization exempt from federal income taxation and described in Section 501(c)(3) of the Code, as the Directors shall determine. No part of the assets of the Corporation shall ever be distributed to or used for the benefit of any Member, trustee, Director or officer of the Corporation, or any private individuals or corporation.

**ARTICLES VIII
BYLAWS**

The Bylaws must be consistent with these Articles, with Florida law, and with federal statutes and regulations applicable to organizations exempt from federal income taxation and described in Section 501(c)(3) of the Code.

ARTICLE IX AMENDMENTS

Section 1. Amendments by Board. These Articles may be amended only by the consent of a majority of the Members. No amendment may shorten the term of any then existing Director.

Section 2. Tax-Exempt Organization Considerations. If, at any time, the Internal Revenue Service asserts, or the Corporation receives an opinion from recognized national tax counsel, that the continued existence of any provisions of the Articles or Bylaws violate federal statutes and regulations applicable to organizations exempt from federal income taxation to the extent that there is a likelihood that the Corporation may lose its tax-exempt status or that any Director or officer of the Corporation may be criminally or civilly sanctioned as a result of the existence of those provisions, the Members may amend those provisions. If the Members fail to amend those provisions, any Director or officer of the Corporation may petition a court of competent jurisdiction to effect the amendment and these Articles shall be amended in accordance with the judgment of such court. Notwithstanding the foregoing, reasonable measures shall be taken to preserve the corporate governance provisions herein; provided that no measures will be taken which, in the judgment of the Member (after consultation with recognized national tax counsel) may result in a revocation of the Corporation's tax-exempt status or in a material risk of fines or penalties against the Corporation or any of its Directors, officers or employees.

ARTICLE XIII RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation affecting one or more of its purposes.

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 these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax and described in Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

At any time during which this Corporation is classified as a "private foundation" as that term is defined by Section 509 of the Code:

1. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or the corresponding provisions of any subsequent federal tax laws;

2.The Corporation shall make distributions of such amounts for each taxable year at any time and in such manner as not to become subject to the tax imposed by Section 4942 of the Code or the corresponding provisions of any subsequent federal tax laws:

3.The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or the corresponding provisions of any subsequent federal tax laws:

4.The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or the corresponding provisions of any subsequent federal tax laws; and

5.The Corporation shall not make any taxable expenditures defined in Section 4945 of the Code or the corresponding provisions of any subsequent federal tax laws.