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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS
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FLORIDA PROFIT/NON PROFIT CORPORATION
QB1PREP EDUCATIONAL LEADERSHIP ACADEMY, INC.

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION**OF****QB1PREP EDUCATIONAL LEADERSHIP ACADEMY, INC.
(a Florida Not-For-Profit Corporation)**

Pursuant to the provisions of Section 617.0202 of the Florida Not for Profit Corporation Act, the undersigned does hereby execute and submit for filing with the Florida Department of State these Articles of Incorporation as follows:

ARTICLE I**NAME**

The name of this corporation is QB1Prep Educational Leadership Academy, Inc. (the "Corporation").

ARTICLE II**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is 650 West Avenue, #1610, Miami Beach, Florida 33139.

ARTICLE III**PURPOSE**

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not for Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto) ("Code Section 501(c)(3)"), including the preparation of student athletes for college placement through athletic training, education, and the development of leadership skills. The Corporation may engage only in activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of its exempt purposes. The Corporation may, in furtherance of its exempt purposes, promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

ARTICLE IV

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POWERS

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.0302 of the Florida Not for Profit Corporation Act. The Corporation's activities are limited by any and all restrictions that are required to obtain tax exempt status under Code Section 501(c)(3). No substantial part of the assets or the net earnings of the Corporation shall inure to the benefit of, nor be distributed to, any officer or director of the Corporation, or to any other private person, in such a fashion as to constitute an application of funds not within the purpose of a charitable organization described in Code Section 501(c)(3). However, reimbursement for expenditures or the payment of reasonable compensation for services rendered to the Corporation shall not be deemed to be a distribution of earnings or assets.

ARTICLE V

MEMBERS

The Corporation shall not have any members.

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are as follows:

Dayana Perez
650 West Avenue, #1610
Miami Beach, Florida 33139

ARTICLE VII

BOARD OF DIRECTORS: OFFICERS

The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The Board of Directors shall be appointed as provided in the Bylaws of the Corporation, which the Board of Directors shall adopt. The initial Board of Directors shall consist of three (3) persons, who shall be Dayana Perez, Carolyn Sue Holvey and Michael Martinez. The directors of the Corporation shall serve until their successors are duly qualified and elected as provided in the Bylaws of the Corporation or their earlier death, resignation or removal in accordance with the Bylaws of the Corporation. The number of directors that constitutes the Board of Directors may be increased or decreased as provided in the Bylaws of the Corporation; provided, however, that in no event shall the number of directors be less than three (3).

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The Corporation shall have a President, Secretary and Treasurer and may have such other officers, including one or more Vice Presidents, and assistant officers as the Board of Directors may determine in accordance with the Bylaws of the Corporation. The officers of the Corporation shall be appointed by the Board of Directors and shall serve until their successors are duly qualified and elected as provided in the Bylaws of the Corporation or their earlier death, resignation or removal in accordance with the Bylaws of the Corporation. The initial officers of the Corporation are Dayana Perez - President; Carolyn Sue Holvey - Secretary; and Michael Martinecz - Treasurer.

ARTICLE VII

AMENDMENT

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

ARTICLE IX

DISSOLUTION

In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed as provided by law to one more or charitable organizations described in Code Section 501(c)(3), as selected by the Board of Directors.

ARTICLE X

REGISTERED OFFICE AND AGENT

The name and address of the initial registered office and the initial registered agent of the Corporation are:

Eric Solomon
Stearns Weaver Miller Weissler Alhadeff & Silterson, P.A.
150 West Flagler Street, Suite 2200
Miami, Florida 33130

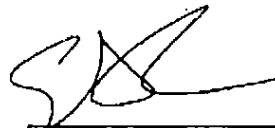
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2 day of June, 2022.


Dayana Perez,
Incorporator

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TALLAHASSEE, FLORIDA

REGISTERED AGENT ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated Florida not for profit corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 617, Florida Statutes.



Eric Solomon

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