

N22000010905

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

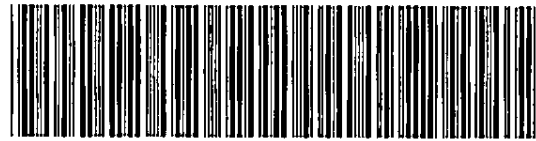
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200393793162

09.08.21--01021--019 --70.01

C

COVER LETTER

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

SUBJECT: TMS ACADEMY & CAREER CENTER INC.

(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

*fees paid with
rejected filing.*

ADDITIONAL COPY REQUIRED

FROM: Adam J. Kohl, Esquire

Name (Printed or typed)

150 Warren Circle, Suite 1

Address

Saint Johns, Florida 32259

City, State & Zip

904-230-3200

Daytime Telephone number

KohlSmithLaw@gmail.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 OF TMS ACADEMY & CAREER CENTER INC.

The undersigned, acting as the incorporator of TMS Academy & Career Center Inc. to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida, does hereby certify:

ARTICLE I - NAME

The name of this Corporation shall be: TMS Academy & Career Center Inc.

ARTICLE II – PRINCIPAL PLACE OF BUSINESS/MAILING ADDRESS

The place in this state where the principal office of this Corporation will be located is 3015 Aqua Vista Lane, Suite 121, City of St. Augustine, County of St. Johns, Florida 32084. The mailing address shall be the same. This Corporation may also have offices at such places as the Board of Directors may from time to time appoint or the purpose of the Corporation may require.

ARTICLE III – DURATION

This Corporation shall have a perpetual existence unless dissolved according to its bylaws or Florida or Federal law.

ARTICLE IV – STATEMENT OF CORPORATE NATURE

This is a non-profit Corporation organized solely for non-profit and educational purposes. This Corporation is organized under a non-stock basis.

ARTICLE V – PURPOSE

This Corporation is organized, and will be operated, exclusively for charitable and educational purposes to provide students with information technology (IT) skills, knowledge and experience. Notwithstanding any other provision hereof, this Corporation shall operate within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 ("Code"), as amended (or the corresponding provision of any subsequent law). The Corporation shall not carry on activities that are not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

ARTICLE VI – THE MANNER IN WHICH DIRECTORS ARE ELECTED AND APPOINTED

Directors will be elected by a majority of the existing Directors.

ARTICLE VII – INITIAL OFFICERS AND DIRECTORS

The names and addresses of the persons who are the initial officers and/or directors of this Corporation are as follows:

Chris La Fiura (Director)
2917 South Atlantic Ave.
Oceans Ten Unit 701
Daytona Beach Shores, FL 32118

Nick Graham (Director)
3015 Aqua Vista Lane, Suite 121
St. Augustine, FL 32084

David Burkitt (Director)
4759 Riverglenn Boulevard
Ponce Inlet, FL 32127

ARTICLE VIII – REGISTERED AGENT

The name and Florida street address of the registered agent:

Adam J. Kohl, P.A.
150 Warren Circle, Suite 1
Saint Johns, Florida 32259

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator:

Adam J. Kohl, P.A.
150 Warren Circle, Suite 1
Saint Johns, Florida 32259

ARTICLE X - POWERS

No part of the net earnings of this 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 V hereof. No substantial part of the activities of this

Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the 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, or the corresponding section of any future federal tax code.

ARTICLE XI – DISTRIBUTION OF ASSETS

Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, 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 XII – AMENDMENTS


This Company reserves the right to amend any provision hereof as approved by a majority of the Directors.

ARTICLE XIII – EFFECTIVE DATE

The effective date of this Corporation shall be September 1, 2022.

ACCEPTANCE OF REGISTERED AGENT

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 the duties and responsibilities as registered agent for said Corporation, and I hereby accept the appointment as registered agent and agree to act in this capacity.



Required Signature of Registered Agent
ADAM J. KOHL, P.A.
Adam J. Kohl, Esquire

Sept 1, 2022

Date

CERTIFICATION OF INCORPORATOR

I 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 Statute.

CC We

Required Signature of Incorporator

ADAM J. KOHL, P.A.

Adam J. Kohl, Esquire

Sept 1, 2022

Date



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 19, 2022

ADAM J. KOHL, ESQUIRE
150 WARREN CIRCLE STE 1
ST. JOHNS, FL 32259

SUBJECT: TMS ACADEMY INC.
Ref. Number: W22000118970

We have received your document for TMS ACADEMY INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

One or more major words may be added to make the name distinguishable from the one presently on file.

The document number of the name conflict is L19000279514.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

ARCEDRA JOHNSON
Regulatory Specialist II

Letter Number: 422A00020819

ARTICLES OF INCORPORATION OF TMS ACADEMY INC.

The undersigned, acting as the incorporator of TMS Academy Inc. to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida, does hereby certify:

ARTICLE I - NAME

The name of this Corporation shall be: TMS Academy Inc.

ARTICLE II – PRINCIPAL PLACE OF BUSINESS/MAILING ADDRESS

The place in this state where the principal office of this Corporation will be located is 3015 Aqua Vista Lane, Suite 121, City of St. Augustine, County of St. Johns, Florida 32084. The mailing address shall be the same. This Corporation may also have offices at such places as the Board of Directors may from time to time appoint or the purpose of the Corporation may require.

ARTICLE III – DURATION

This Corporation shall have a perpetual existence unless dissolved according to its bylaws or Florida or Federal law.

ARTICLE IV – STATEMENT OF CORPORATE NATURE

This is a non-profit Corporation organized solely for non-profit and educational purposes. This Corporation is organized under a non-stock basis.

ARTICLE V – PURPOSE

This Corporation is organized, and will be operated, exclusively for charitable and educational purposes to provide students with information technology (IT) skills, knowledge and experience. Notwithstanding any other provision hereof, this Corporation shall operate within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 ("Code"), as amended (or the corresponding provision of any subsequent law). The Corporation shall not carry on activities that are not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

ARTICLE VI – THE MANNER IN WHICH DIRECTORS ARE ELECTED AND APPOINTED

Directors will be elected by a majority of the existing Directors.

ARTICLE VII – INITIAL OFFICERS AND DIRECTORS

The names and addresses of the persons who are the initial officers and/or directors of this Corporation are as follows:

Chris La Fiura (Director)
2917 South Atlantic Ave.
Oceans Ten Unit 701
Daytona Beach Shores, FL 32118

Nick Graham (Director)
3015 Aqua Vista Lane, Suite 121
St. Augustine, FL 32084

David Burkitt (Director)
4759 Riverglenn Boulevard
Ponce Inlet, FL 32127

ARTICLE VIII – REGISTERED AGENT

The name and Florida street address of the registered agent:

Adam J. Kohl, P.A.
150 Warren Circle, Suite 1
Saint Johns, Florida 32259

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator:

Adam J. Kohl, P.A.
150 Warren Circle, Suite 1
Saint Johns, Florida 32259

ARTICLE X - POWERS

No part of the net earnings of this 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 V hereof. No substantial part of the activities of this

Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the 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, or the corresponding section of any future federal tax code.

ARTICLE XI – DISTRIBUTION OF ASSETS

Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, 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 XII – AMENDMENTS

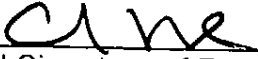
This Company reserves the right to amend any provision hereof as approved by a majority of the Directors.

ARTICLE XIII – EFFECTIVE DATE

The effective date of this Corporation shall be September 1, 2022.

ACCEPTANCE OF REGISTERED AGENT

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 the duties and responsibilities as registered agent for said Corporation, and I hereby accept the appointment as registered agent and agree to act in this capacity.



Required Signature of Registered Agent
ADAM J. KOHL, P.A.
Adam J. Kohl, Esquire

Aug 22, 2022
Date

CERTIFICATION OF INCORPORATOR

I 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 Statute.

CJ ne

Required Signature of Incorporator

ADAM J. KOHL, P.A.

Adam J. Kohl, Esquire

Aug 22, 2022

Date