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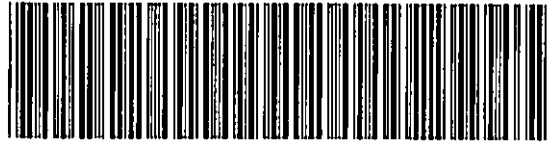
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TRANSMITTAL LETTER

**Department of State**

***Division of Corporations***

**P.O. Box 6327**

**Tallahassee, FL 32314**

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$78.75	<input checked="" type="checkbox"/> \$87.50
Filing Fee	Filing Fee	Filing Fee &	Filing Fee, Certified &
	& Certificate	Certified Copy	Certificate Copy

SUBJECT: API Training, Inc.  
(Proposed corporate name must include suffix)

Ronald Charles  
Name (Printed or typed)

13992 NE 12 Ave  
Address

North Miami, Florida 33161  
City, State & Zip

954-630-6155  
Daytime Telephone Number

Charlesronald33@yahoo.com  
E-mail

NOTE: Please provide the original and one copy of the articles.

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ED

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607 0501 or 617 0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida

1. The name of the corporation is:

API Training, Inc.

2. The name and address of the registered agent and office

Ronald Charles  
Name (Printed or typed)

13992 NE 12 Ave  
Address

North Miami, Florida 33161  
City, State & Zip

954-630-6155  
Daytime Telephone Number

Charlesronald33@yahoo.com  
E-mail

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 the registered agent.

SIGNATURE

*Ronald Charles*

DATE

*9/21/2022*

92-2-113 11-11-2252

ARTICLES OF INCORPORATION  
of  
API Training Inc.

The undersigned, acting as incorporator of a corporation under the Not for Profit Corporation Act of the State of Florida, adopt the following articles of incorporation for such corporation.

ARTICLES I

The name of the corporation hereafter referred to as the "Corporation" is API Training Inc.

Principle business address, 13992 NE 12 Ave, North Miami, Florida 33161,  
mailing address: Same

ARTICLES II

The Corporation is organized exclusively for charitable, religious, scientific, and educational purposes, including such purposes, as the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to the amount or value, to dispose of any such property to invest, reinvest, or deal with the principal or the income in such manner without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the by-laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit of financial gain of its directors or officers except as permitted under the Not-for-profit Corporation Law.

No part of the net earnings of the Corporation shall be insured to the benefit of any member, trustee the officer of the Corporation, or any private individual expect that reasonable compensation may be paid for service rendered to or for the corporation affecting one or more of its purposes, and no member, trustee, an officer of the corporation or any private individual shall be entitled to share in the distribution of any of the Corporate assets in the dissolution of the Corporation. No substantial part of the activities of the

Corporation shall participate in or intervene in, the publication or distribution of statements, of any political campaign on behalf of any candidate for public office.

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary or educational organization which then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter amended, or to the federal government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organization is said Court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE III

The qualifications for directors and the manner of their admissions shall be regulated as stated in the by-laws

### ARTICLE IV

The territory in which the operations of the Corporation are principally to be conducted in the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

### ARTICLE V

The initial board of directors shall consist of at least three (3) members. Who need not be residents of the State of Florida.

Ronald Charles-President  
13992 NE 12 Ave  
North Miami, Florida 33161

Linda Belinda Ulysse - Secretary  
13992 NE 12 Ave  
North Miami, Florida 33161

Sem Charles -Treasurer  
13992 NE 12 Ave  
North Miami, Florida 33161

Ronald Charles

President, Incorporator  
13992 NE 12 Ave  
North Miami, Florida 33161

9/21/2022

Date

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**NON-PROFIT BY-LAW**  
**of**  
**API Training Inc.**

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**ARTICLE I ORGANIZATION**

The name of the organization shall be:

API Training Inc.

The organization shall have a seal, which shall be the following form:

API Training Inc.

Shall be the seal of the corporation, which is in circular form.

**ARTICLE II PURPOSES**

The API Training, Inc.'s Purpose is to train professionals with higher quality standards, who exercise their careers with a vision of solidarity, committed and responsible citizenship in accordance with a scale of values nurtured by professionalism and good Godly character.

To be a world-class institution of higher education, a model of research and innovation based on principles and values of the Kingdom of God. The philosophy of API is the development of an education in values of the gospel that allows teachers to achieve personal fulfillment and reinforce their commitment to transforming their family and social environment for the realization of a life in harmony with their peers, with God and his creation.

API Training Inc's goal is to advance the educational prospects of low-income young adults in the South Florida area. Engage a broad cross-section of South Florida in the civic and cultural life of their communities and the state.

API Training Inc.'s Purpose is to work with organizations that demonstrate strong and ongoing programming and leadership, the base of support, community outreach, and financial stability in the underserved neighborhoods and demonstrate potential for favorably strengthening neighborhoods.

The API Training Inc's Purpose is to assist the local church, food banks, clothing closets, and private schools through networking with other community service programs, outreach ministries, and social services agencies; that specialize in leadership and empowerment programs.

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### ARTICLE III MEMBERSHIP

This organization shall be open to all who wish to be a part of it and desire a better lifestyle.

### ARTICLE IV MEETING

The annual meeting of this organization shall be held on the 3rd Saturday of January every year except if such day is a legal holiday, then and in that event, the directors shall fix the day but it shall not be more than two weeks from the date fixed by these by-laws.

The Secretary shall cause to be mailed to every member in good standing at his/her address as it appears in the membership roll book in this organization a notice telling time and place of such annual meeting. Regular meetings of this organization shall be held on the third Saturday of each month.

The presence of no less than fifty- one percent (51 %) of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than three (3) weeks from the date.

Scheduled by these By-laws and the secretary shall cause a notice of this meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Special meetings of this organization may be called by the president when she/he deems it in the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the roll book at least ten (10) days before the scheduled date set for such a special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting, and by whom it was called. At the request of twenty percent (20%) of the Officers or thirty percent (30%) of the members of the organization, the president shall cause a special meeting to be called but such request must be as in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such a special meeting without the unanimous consent of all present at such meeting.

### ARTICLE V VOTING

At all meetings, except for the election of officers, all votes shall be by voice. For the election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who counts such ballot. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for the election of officers. The Chairperson of such meeting, shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairperson the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

## **ARTICLE VI ORDER of BUSINESS**

1. Roll call.
2. Reading of the minutes of the preceding minute.
3. Reports of Committees.
4. Report of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

## **ARTICLE VII BOARD of DIRECTORS AND ADVISORS**

The Advisors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization.

Fifty- one percent (51%) of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of directors shall be held regularly on the every third Wednesday of each month.

Each director shall have one vote and such voting may be done by proxy.

The director may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of directors shall be filled by a vote of the majority of the remaining members of the Board of directors for the balance of the year.

The President of the organization by virtue of his/her office shall be Chairperson of the Board of directors. The Board of Advisors shall select from one of their members a secretary.

A director or advisor may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Advisor or director.

A director may be represented by counsel upon any removal hearing. The Board of directors shall adopt such rules for this hearing, as it may in its discretion consider necessary for the best interests of the organization..

## **ARTICLE VIII DIRECTORS**

The initial directors of the organization shall be as follows:

Ronald Charles - President  
Lina Belinda Ulysse- Secretary  
Sem Charles - Treasurer

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## **DUTIES OF DIRECTORS**

### **The President:**

He/she shall preside at all membership meetings.

He/she shall by virtue of his office be Chairman of the Board of directors.

He/she shall present at each annual meeting of the organization an annual report of the work of the organization.

He/she appoints all committees, temporary or permanent.

He/she shall see that all books; reports and certificates required by law are properly kept on file.

He/she shall be one of the officers who may sign the checks or drafts of the organization.

He/she shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

### **The Vice President:**

He/she shall assist the President in all matters concerning the operation of the organization, as the president deems necessary and needed to include public speaking engagements, facilitating workshops and meetings and counseling.

He/she shall in the event of the absence or inability of the President to exercise her/his office Vice-president becomes acting co.-president of the organization with presiding officers.

### **The Secretary:**

He/she shall keep the minutes and records of the organization in appropriate books. It shall be his/her duty to file any certificate required by any statute, federal or state. He/she shall be the official custodian of the records and seal of this organization.

He/she gives and serves all notices to members of this organization. He/she may be one of the officers required to sign checks and drafts of the organization. He/she shall present to the membership at any meeting communication addressed to him/her as Secretary of the Organization.

He/she shall submit to the Board of director any communications, which shall be addressed to him/her as Secretary of the Organization.

He/she shall attend to all correspondence of the organization and shall exercise all duties pertaining to the office of Secretary.

### **The Treasurer:**

He/she shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. She/he shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$5,000.00 and the balance of the funds of the organization shall be deposited in a savings bank except that the directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state.

He/she shall render at stated periods as the Board of director shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of director of such meeting.

He/she shall exercise all duties pertaining to the director of the Treasurer.  
No director shall be held liable for any liens, levies, suits or garnishes that may be imposed upon the organization.

## **ARTICLE IX SALARIES**

The directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

## **ARTICLE X COMMITTEES**

All committees of this organization shall be appointed by the directors and their term of office shall be for a period of one year or less or sooner if terminated by the action of the directors.

### **The Permanent Committees Shall Be:**

Fundraising, Public Relations, Maintenance, publications, Grant writing, and advertisement.

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# CONFLICT OF INTEREST POLICY of API Training Inc.

## Article I Purpose

The purpose of the Conflicts of Interest Policy is to protect this tax-exempt (organization) interest when organizing a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## Article II Definitions

### 1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person. Conflicts of commitment arise when directors are officers involved in outside activities that substantially interfere with their primary responsibility to **API Training Inc.**

### 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity within the organization has a transaction or arrangement,
- b. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement or,
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## Article III

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## 1. Duty of Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the director and members of the committee with governing board delegated powers considering the proposed transaction or arrangement.

## 2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest exists.

## 3. Procedure for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the transaction or arrangement is in the organization's best interest for its own benefit, and whether it is fair and reasonable. In conformity with the above

determination, it shall make its decision as to whether to enter into a transaction or arrangement.

## 4. Violations of the Conflicts of Interest Policy.

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the members of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstance, the governing board or committee determines the

member had failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with, an actual or possible conflict of interest, the nature of the financial interest, and any action taken to determine whether a conflict of interest was present, and the governing boards or committee decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussion including any alternatives to the proposed transaction or arrangement and a record of any votes taken in connection with the proceedings.

#### Article V Compensation

- a. A voting member of the governing board who receives compensation directly or indirectly, from the organization for Service are precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly, or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and prohibited from providing information to any committee regarding compensation.

#### Article VI Annual Statement

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement that affirms such person:

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy and

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- d. Understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purpose.

#### Article VII Periodic Reviews

To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subject:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arms-length bargaining
- b. Whether partnership, joint ventures, and arrangements with management organization conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and so not result in inurement, impermissible private or in an excess benefit transaction.

#### Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the organization may, or may not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Date 9/21/ 2022

Board of Director Incorporator Signatures:

Ronald Charles  
President

Lina Belinda Wlysse  
Secretary

Sam Charles  
Treasurer

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## API Training, Inc.

### Past, Present, and Planned Activities EIN

The API Training Inc's past, present, and planned activities are to continue to train professionals with higher quality standards, who exercise their careers with a vision of solidarity, committed and responsible citizenship in accordance with a scale of values nurtured by the Gospel.

The API Training Inc's past, present, and planned activities are to continue to be a world-class institution of higher education, a model of research and innovation based on principles and values of the Kingdom of God.

The API Training Inc's past, present, and planned activities are to continue the philosophy of developing an education programs that value the Kingdom of God while allowing teaching that achieves personal fulfillment and reinforces the commitment to transform families and social environment for the realization of a life in harmony with their peers.

The API Training Inc, will continue to assists the local church, food banks, clothing closet and private schools through networking with other community's service programs, outreach ministries and social services agencies; that specializing in leadership and empowerment programs.

Sign Rouf Chur Date 9/21/2022

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