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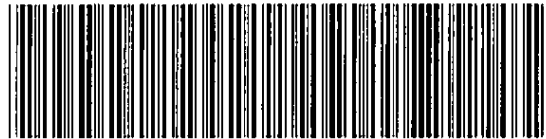
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2024 JAN -3 PM 3:58

SECRETARY OF STATE  
TALLAHASSEE, FL

T. MARTINEZ

FEB - 1, 2024

## COVER LETTER

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

**SUBJECT:** Keystone Education 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

**ADDITIONAL COPY REQUIRED**

**FROM:** Danielle McLean  
Name (Printed or typed)

635 41st Ave  
Address

Vero Beach, FL 32968  
City, State & Zip

3219485730  
Daytime Telephone number

danielle120282@gmail.com

E-mail address: (to be used for future annual report notification)

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

## **NONPROFIT ARTICLES OF INCORPORATION**

### **ARTICLE I, NAME**

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#### **1.01 NAME**

The name of this corporation shall be Keystone Education Center, Inc. The business of the corporation may be conducted as KEC, Inc., or Keystone.

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SECRETARY OF STATE  
TALLAHASSEE, FL

### **ARTICLE II, DURATION**

#### **2.01 DURATION**

The period of duration of the corporation is perpetual.

### **ARTICLE III, PURPOSE**

#### **3.01 PURPOSE**

Keystone Education Center, Inc is a nonprofit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Keystone Education Center, Inc's purpose is to provide innovative education and behavioral support to empower and equip students with neurodivergence in order that they may lead fulfilling lives.

Our program is designed to be highly individualized, so that each student receives a customized education plan based on their unique needs and strengths. We focus on core academics as well as life and social skills, through project-based learning and hands-on experiences at school and in the community.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c)3 section of the internal revenue code and are operated exclusively for educational and charitable purposes.

#### **3.02 PUBLIC BENEFIT**

Keystone Education Center, Inc. is designated as a public benefit corporation.

### **ARTICLE IV, NON-PROFIT NATURE**

#### **4.01 NON-PROFIT NATURE**

Keystone Education Center, Inc. is organized exclusively for charitable and educational purposes including, for such purposes, 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. No part of the net earnings of Keystone Education Center, Inc 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 the purpose clause herof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Keystone Education Center, Inc. is not organized and shall not be operated for private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to an individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### 4.02 PERSONAL LIABILITY

No officer or director of this corporation shall be personally liable for the debts or obligations of Keystone Education Center, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### 4.03 DISSOLUTION

Upon termination or dissolution of the Keystone Education Center, Inc, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)3 of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Keystone Education Center, Inc hereunder shall be selected by the discretion of the majority of the managing body of the Keystone Education Center, Inc, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Keystone Education Center, Inc by one(1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preferences if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

#### 4.03 PROHIBITED DISTRIBUTION

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

#### 4.04 RESTRICTIVE ACTIVITIES

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### 4.05 PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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 V. BOARD OF DIRECTORS**

### **5.01 GOVERNANCE**

Keystone Education Center, Inc shall be governed by its board of directors.

### **5.02 INITIAL DIRECTORS**

The initial directors of the corporation shall be:

Danielle McLean

Ariana Lam

Cindy Welsh

## **ARTICLE VI. MEMBERSHIP**

### **6.01 MEMBERSHIP**

Keystone Education Center, Inc shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

## **ARTICLE VII. AMENDMENTS**

### **7.01 AMENDMENTS**

Any amendments to the Articles of Incorporation may be adopted by approval of two-thirds ( $\frac{2}{3}$ ) of the board of directors.

## **ARTICLE VIII. ADDRESSES OF THE CORPORATION**

### **8.01 CORPORATE ADDRESS**

The physical address of the corporation is:

635 41st Ave

Vero Beach, FL 32968

The mailing address of the corporation is:

635 41st Ave

Vero Beach, FL 32968

## **ARTICLE IX. APPOINTMENT OF REGISTERED AGENT**

### **9.01 REGISTERED AGENT**

The registered agent of the corporation shall be:

Danielle McLean

635 41st Ave

Vero Beach, FL 32968

## **ARTICLE X. INCORPORATOR**

### **10.01 INCORPORATOR**

The incorporators of the corporation are as follows:

Danielle McLean

635 41st Ave

Vero Beach, FL 32968

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

The **name and Florida street address** (P.O. Box **NOT** acceptable) of the registered agent is:

Name: Danielle McLean

Address: 635 41st Ave

Vero Beach, FL 32968

**ARTICLE VII INCORPORATOR**

The **name and address** of the incorporator is:

Name: Danielle McLean

Address: 635 41st Ave

Vero Beach, FL 32968

**ARTICLE VIII EFFECTIVE DATE:**

Effective date, if other than the date of filing: January 1, 2024. (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.)

**Note:** 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.

*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 and accept the appointment as registered agent and agree to act in this capacity*

*Danielle McLean*  
Required Signature of Registered Agent

12/23/2023  
Date

*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 s.817.155, F.S.*

*Danielle McLean*  
Required Signature of Incorporator

12/23/2023  
Date

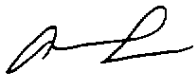
### Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Keystone Education Center, Inc were approved by the board of directors on December 23, 2023 and constitute a complete copy of Articles of Incorporation of the Keystone Education Center, Inc.

Danielle McLean  
635 41st Ave  
Vero Beach Fl 32968



Ariana Lam  
5837 Sunberry Circle  
Fort Pierce, Fl 32951



Cynthia Welsh  
5424 4th Manor  
Vero Beach, Fl 32968



### Acknowledgement of consent to appointment as registered agent

I, Danielle McLean, agree to be the registered agent for Keystone Education Center, Inc as appointed herein.

Registered Agent Danielle McLean

Date: 12/23/23