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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Let's Talk & More, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**

The name of the corporation shall be: Let's Talk & More, Inc.

**ARTICLE II PRINCIPAL OFFICE**

Principal street address:  
690 Woodcrest Rd

Mailing address, if different is:

Key Biscayne, Florida 33149

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is: To teach English-speaking fluency to underserved language learners who  
are either studying English abroad or need to practice it in the USA as a second language.

**ARTICLE IV MANNER OF ELECTION** The manner in which the directors are elected and appointed: as set forth in the bylaws.

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: Andrea Nachtigall, President/Director

Name and Title: Ernesto Mocci, Treasurer/Director

Address: 690 Woodcrest Rd

Address: 690 Woodcrest Rd

Key Biscayne, Florida 33149

Key Biscayne, Florida 33149

Name and Title: Maria-Pia Leon, Secretary/Director

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

Address: 690 Woodcrest Rd

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

Key Biscayne, Florida 33149

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

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

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

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

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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: Carolina Apey

Address: 690 Woodcrest Rd

Key Biscayne, Florida 33149

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Carolina Apey

Address: 690 Woodcrest Rd

Key Biscayne, Florida 33149

ARTICLE 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.)

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

Carolina Apey

Required Signature of Registered Agent

09/06/2024

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.

Carolina Apey

Required Signature of Incorporator

09/06/2024

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TALLAHASSEE, FLORIDA

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Let's Talk & More, Inc.

Articles of Incorporation Attachment

ADDITIONAL PROVISIONS

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization 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 hereof. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or 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.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

Upon dissolution of the 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 state or local government for public purpose. Any such asset not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

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