

N96

Nancy Rudes
Requestor's Name

1970 NE 191 Dr.
Address

N. Miami Beach, Fla 33179
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known)

N960000001488

1. _____
(Corporation Name)

(Document #)

2. _____
(Corporation Name)

(Document #)

200001728612

-02/29/96--01092--015

****122.50 ****122.50

3. _____
(Corporation Name)

(Document #)

4. _____
(Corporation Name)

(Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

789,502,671
N96-4637
Call when ready
CINNY Haddleson
385-7900
DPF 96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 29, 1996

NANCY RUDES
1970 N.E. 191ST DRIVE
N. MIAMI BEACH, FL 33179

SUBJECT: COOL SCHOOL, INC.
Ref. Number: W96000004627

We have received your document for COOL SCHOOL, INC. and your check(s) totaling \$122.50. 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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 596A00009080

*Will
Wait*

96 MAR 10 10 51 AM '96

ARTICLES OF INCORPORATION
OF
COOL SCHOOL OF DADE COUNTY, INC.
A Florida "Not for Profit" Corporation

SECRET
FILED
CLERK OF STATE
CORPORATIONS
96 MAR 19 AM 11:03

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

I. NAME OF CORPORATION

The name of the corporation is COOL SCHOOL OF DADE, INC.

II. PRINCIPAL OFFICE

The principle office of the corporation is located at c/o Fienberg-Fisher Community School, 1420 Washington Ave., Miami Beach, Fl. 33141.

III. MAILING ADDRESS

The mailing address of the corporation is c/o Daniella Levine, 860 Jeronimo Drive, Coral Gables, Florida 33146.

IV. REGISTERED AGENT

The name of the registered agent of the corporation is Daniella Levine. The address of this registered agent is 860 Jeronimo Drive, Coral Gables, Florida 33146.

V. DURATION/MEMBERSHIP

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the by laws.

VI. BOARD OF DIRECTORS

The method of election of the Board of Directors shall be stated in the by laws.

VII. INCORPORATORS

The name and address of the incorporator is: Daniella Levine, 860 Jeronimo Drive, Coral Gables, Florida 33146.

VIII. CORPORATE PURPOSES

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

- 1) To provide educational after-school programs for the benefit of low income, at-risk children and their families for the purpose of reducing gang involvement and shoring up families to provide a decent home environment for their children.
- 2) To raise the economic, educational and social levels of the residents of Dade County, Florida, including members of the minority community, who are substantially unemployed, or whose income is below federal poverty guidelines, to foster and promote community wide interest and concern for the problems of said residents to the end that a) educational and economic opportunities may be expanded; b) sickness, poverty, crime, and environmental degradation may be lessened; and c) racial tensions, prejudice, and discrimination, economic, and otherwise, may be eliminated.
- 3) To expand opportunities available to said residents and groups to obtain adequate low-cost housing accommodation by providing decent, safe and sanitary housing in Dade County for persons and families of low income who otherwise would not be able to find or afford a suitable place to live. It is the purpose of the corporation thereby to relieve the poor, distressed, underprivileged and indigent by enabling them to secure the basic human needs of decent shelter and to thus lessen the burdens of government and promote the social welfare.
- 4) To aid, support and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
- 5) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies.
- 6) All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

IX. 501(C)(3) LIMITATIONS

A. CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under Section 501 (c)(3)

of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

B. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.

C. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

D. LOBBYING AND POLITICAL CAMPAIGNS: 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.

E. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

F. PRIVATE FOUNDATION STATUS: In the event that this Corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1954, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

X. INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the

Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

Execution

These Articles of Incorporation are hereby executed by the incorporator on this 9 day of March, 1996.

Daniella Levine
Daniella Levine

STATE OF FLORIDA]

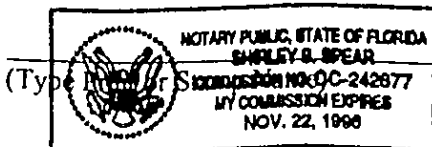
ss

COUNTY OF DADE]

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Daniella Levine to me known to be the person described herein and who executed the foregoing instrument as incorporator and acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 9 day of March, 1996.

Shirley S. Spear
NOTARY PUBLIC STATE OF FLORIDA



(Serial Number, if any)

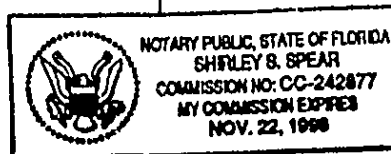
REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT

I, Daniella Levine, hereby accept my appointment as registered agent for the Cool School of Dade, Inc., a Florida not for profit corporation.

Daniella Levine
Daniella Levine

3-9-96
Date

Shirley S. Spear



95 MAR 19 AM 11:03

STATE
NOTATIONS