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100 HAYS STREET

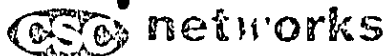
800-343-8086

100 HAYS STREET

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ACCOUNT NO. : 072100000012

REFERENCE : 043988 8657A

AUTHORIZATION :

COST LIMIT :

Patricia Pizutto

ORDER DATE : August 6, 1996

ORDER TIME : 9:38 AM

ORDER NO. : 043988

CUSTOMER NO: 8657A

CUSTOMER: Ms. Cindy Hartz
RAMSEY W. DULIN, ESQ

Suite 1402
201 East Pine Street
Orlando, FL 32801

DOMESTIC FILING

NAME: JOE AMENDOLA INSTITUTE OF
CULINARY ARTS AND HOSPITALITY
STUDY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

95 AUG -6 PM 10:10
STATE
CLERK

8/7/96

STATE
FILING
66,100 - 6 11113:10

**ARTICLES OF INCORPORATION
OF
JOE AMENDOLA INSTITUTE OF CULINARY ARTS
AND HOSPITALITY STUDY, INC.
A Florida Not For Profit Corporation**

The undersigned, for purposes of forming a not for profit corporation pursuant to Chapter 617 of the Florida Statutes and the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be JOE AMENDOLA INSTITUTE OF CULINARY ARTS AND HOSPITALITY STUDY, INC.

**ARTICLE II
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III
PURPOSES**

The exclusive purposes of the corporation are:

- (a) To purchase, lease or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey or otherwise dispose of, real and personal property of every nature, kind or description, and, subject to the limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for educational and charitable purposes, including, but not limited to, the establishment and operation of an educational institution, or institutions, devoted to education and training in the culinary and hospitality arts.
- (b) To advance and support educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- (c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation, a member thereof (if any), or any other private individual (except that reasonable compensation may be paid for services rendered to the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or

Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

- (d) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(3)(c) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or may exist in the future.
- (e) Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers which are not in furtherance of the primary powers of this corporation.
- (f) Notwithstanding any of the above stated purposes, no activities of the corporation shall be engaged in the carrying on of propaganda, influencing legislation, or participation in or intervention in (including publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any political candidate for public office.

ARTICLE IV MEMBERSHIP

In the event the corporation elects to have members, the designation of classes of members, the qualifications and rights of members of each such class, any quorum and voting requirements for meetings, activities of members, and notice requirements of meetings and activities of members, shall be as set forth in the By-Laws of the corporation.

ARTICLE V NONPROFIT

This corporation is a nonprofit corporation under the laws of the State of Florida, and is not formed for pecuniary profit. No part of the income of the corporation is distributable to, or for the benefit of, its members, directors or officers, other than by virtue of financially supporting those programs established to achieve the purposes set forth in Article III herein.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 201 E. Pine Street, Suite 1402, Orlando, Florida

**ARTICLE VII
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office address is 9350 Turkey Lake Road, Orlando, Florida 32819, and the current mailing address is P.O. Box 1969, Windermere, Florida 34786.

**ARTICLE VIII
DIRECTORS**

The manner in which the Directors are elected or appointed is as stated in the By-Laws of the corporation. The Board of Directors of the corporation shall consist of at least three Directors and no more than ten Directors. The initial Directors and their respective addresses are as follows:

Johnny Rivers	12101 Crescent Cove Court Windermere, Florida 34786
Johnnie Mae Wilson	12101 Crescent Cove Court Windermere, Florida 34786
Dwain Rivers	12101 Crescent Cove Court Windermere, Florida 34786
Tanya Rivers	12101 Crescent Cove Court Windermere, Florida 34786

**ARTICLE IX
OFFICERS**

The corporation may have such officers as may be provided in the By-Laws of the corporation, and such officers shall be determined in the manner provided in the By-Laws, and shall perform their duties during their respective terms of office as may be provided in the By-Laws of the corporation.

**ARTICLE X
INCORPORATOR**

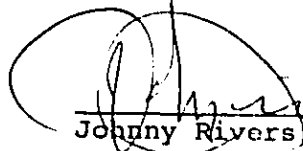
The name and address of the incorporator of the corporation is as follows:

Johnny Rivers	12101 Crescent Cove Court Windermere, Florida 34786
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**ARTICLE XI
AMENDMENTS TO ARTICLES
OF INCORPORATION AND BY-LAWS**

Amendments to these Articles of Incorporation and By-Laws of the corporation may be made as set forth in the By-Laws of the corporation and, to the extent not addressed by said By-Laws, pursuant to applicable Florida statutes.

IN WITNESS WHEREOF, I have subscribed my name this 7/31/96 day of July, 1996.

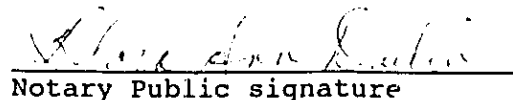


Johnny Rivers, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Johnny Rivers, to me well known or who produced Florida Driver's License, as identification, and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal this 31st day of July, 1996.



Notary Public signature

Flora Ann Dulin

Notary Public printed name

Address: 1616 Christy Avenue
Orlando, FL 32802

My Commission Expires: FLORA ANN DULIN
MY COMMISSION # CC459232 EXPIRES
May 3, 1999
 BONDED THRU TROY FAIR INSURANCE, INC.

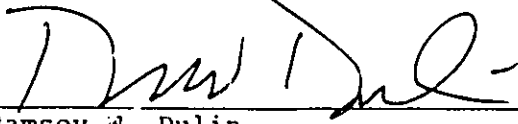
**DESIGNATION OF REGISTERED
OFFICE AND REGISTERED AGENT**

JOE AMENDOLA INSTITUTE OF CULINARY ARTS AND HOSPITALITY STUDY, INC., a Florida not for profit corporation, pursuant to Florida Statute Sec. 48.091, and its Articles of Incorporation, hereby designates Ramsey W. Dulin, 201 E. Pine Street, Suite 1402, Orlando, Florida 32801, as its registered agent and registered office for the service of process as required by law.

ACCEPTANCE

I, Ramsey W. Dulin, having been named in the foregoing designation of registered office and registered agent by JOE AMENDOLA INSTITUTE OF CULINARY ARTS AND HOSPITALITY STUDY, INC., a Florida not for profit corporation, and being fully advised and apprised of the duties of a registered agent for the service of process as prescribed by Florida Statute Sec. 48.091, do hereby accept said designation, and agree to accept service of process as registered agent, to keep my office open during prescribed hours, to post my name in some conspicuous place in the office as required by law, and to otherwise comply with the obligations of a resident agent and to maintain a registered office as heretofore indicated.

Dated this 26th day of July, 1996.



Ramsey W. Dulin