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96 SEP 16 1996

SECRET  
TALLAHASSEE, FLORIDA



Peak Performance Associates, Inc.

September 5, 1996

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

700001948287  
-09/16/96-01070--007  
\*\*\*\*122.50 \*\*\*\*122.50

Dear whom it may concern:

Enclosed are the Articles of Incorporation for Sylvia's School, Inc. not for profit corporation. You will also find a check made out to Secretary of State of \$122.50.

Please return the Articles of Incorporation when completed to Peak Performance Associates, Inc.

Sincerely,

  
Belinda Rodriguez-Aguilera  
President and Founder

BRA/bgi

240  
a-1796

LOANS - GRANTS - MARKETING BUSINESS DEVELOPMENT FOR PROFIT & NON PROFIT CORPORATIONS

3271 NORTHWEST 7TH STREET, SUITE 209 MIAMI, FLORIDA 33125 (305) 642-7272 FAX (305) 642-7217

ARTICLES OF INCORPORATION  
OF THE  
SILVIA'S SCHOOL, Inc.

(A corporation not-for-profit)

The undersigned hereby certifies that the following are the Articles of Incorporation of Silvia's School, a Florida not-for-profit corporation (the "Corporation"), which:

ARTICLES I - NAME AND ADDRESS OF PRINCIPAL OFFICE

The name of this corporation shall be Silvia's School, Inc. Its principal office and mailing address is 7091 W. 14th Ct. Hialeah, FL 33014.

ARTICLES II - ENABLING LAW

This Corporation is organized pursuant to Chapter 617, Florida Statues, as a corporation not-for-profit.

ARTICLES III - PURPOSE AND POWER

The purpose for which this Corporation is organized are:

A. Exclusively charitable, cultural, literary and educational within the meaning of S 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code"), and notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Code S 501(c)(3), contributions to which are deductible for federal and state income, gift and estate tax purposes.

B. The Corporation's purposes shall include, but are not limited to:

- i) EDUCATIONAL, COMPREHENSIVE PROBLEM SOLVING SKILLS
- ii) HOLISTIC CHILDHOOD DEVELOPMENT
- ii) PARTICIPATORY TRAINING AND INSTRUCTION

iii) Raise funds to support the aforementioned activities by obtaining government grants and aid, donations from private individuals, donations of money, property and in kind services from local business, and membership dues; and

iv) To do all such acts as are necessary or convenient to carry out the purposes set forth in these Articles of Incorporation and as are permitted by law and the Code or its corresponding treasury Regulation for an entity which qualifies under Code S 501(c)(3).

C. This Corporation is a not-for-profit corporation organized pursuant and shall be operated exclusively for educational, charitable, scientific and literary purposes.

D. This Corporation does not contemplate any pecuniary gain or profit to members, directors or officers thereof and no part of any earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and the Corporation may reimburse its directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation), and no member, director or officer of the Corporation or any other private individual, shall be entitled to share the distribution of any not for profit corporation described in code 501(C) (3) and 170 (C) (2) as specified below.

E. No substantial part of the activity of the Corporation shall include or consist of the carrying on of propaganda or other wise to influence legislation. This corporation shall not participate in or intervene in or do any other act in connection with any political campaign on behalf of any candidate for public office (including without limitation the publication or distribution of statements for or against any candidate).

F. All the property of this corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of a dissolution of this Corporation, the assets shall, after paying or making provisions for all the liabilities of the Corporation, be distributed to one or more organization which are organized and exist exclusively for educational, scientific, charitable, or literary purposes, which at the time of such dissolution, qualify as an exempt organization under code 501 (C) (3), 170 (C) (2) and 509 (a) (1) or (2) or any corresponding section of any prior or future Internal Revenue Code, or to the United States, the State of

(2)

Florida , the County of Dade or other local government for exclusive public purpose. Any assets not or other local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purpose , as said court shall determine. In no event shall the assets or the property of the Corporation or the proceeds of such assets or property , upon dissolution , go or be distributed to the members of the Corporation , either for reimbursement of any sums subscribed, donated or contributed by such , members, or for any other purpose.

#### ARTICLE IV - TERM

The period of duration of this Corporation is perpetual unless dissolved according to law.

#### ARTICLE V - INCORPORATOR

The name and address of incorporator of this Corporation is Silvia Arrastia, 7091 W. 14th Ct. Hialeah, FL 33014-4519.

#### ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 7091 West 14th Ct. Hialeah, FL 33014-4519 and the name of the initial registered agent of the Corporation at that address is Silvia Arrastia.

#### ARTICLE VII - MANNER IN WHICH THE BOARD OF DIRECTORS ARE APPOINTED

The manner in which the Board of Directors will appointed elected and hold office shall be as set forth in the By- Laws of this Corporation.

#### ARTICLE VIII- BY LAWS

The power to adopt , alter, amend or appeal the By - Laws shall be vested in the Board of Directors , and the By - Laws shall be hereby adopted at the first meeting of the Board of Directors. Such By - Laws may amended or repealed in whole or in part in the manner provided therein. Any amendment to the By - Laws shall be binding on all members of this Corporation.

(3)

#### ARTICLE - IX INDEMNIFICATION

The Corporation shall indemnify any officer or director, and may indemnify any employee or agent, to the fullest extent permitted by Section 617.0831, Florida Statues.

#### ARTICLE - X

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any amendment hereto, and such amendment to these Articles of Incorporation may be proposed by a director and presented as provided in the By-Laws to a quorum (as defined therein) of the Board of Directors for their vote; amendments may be adopted by a majority of the members of the board of Directors of the Corporation at a meeting in which a quorum exists.

#### ARTICLE XI

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. The number of directors herein provided shall be set forth in the By-Laws of the Corporation. This Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. The number of directors herein provided shall be set forth in the By-Laws of the Corporation. This Corporation shall have (3) directors initially. The number of the directors may either be increased or decreased from time to time as provided in the By-Laws, but shall never be less than (3).

#### ARTICLE XII-MEMBERS

This Corporation shall have no capital stock.

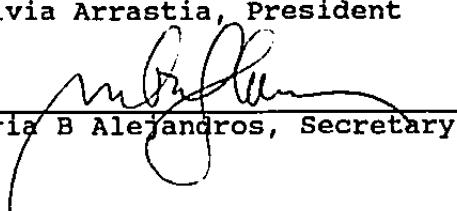
IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Incorporation, this 19 day of April 1996.

ATTEST:

Silvia's School, Inc.

by: Benigno Aguirre  
Silvia Arrastia, President

  
Benigno Aguirre, Vice President

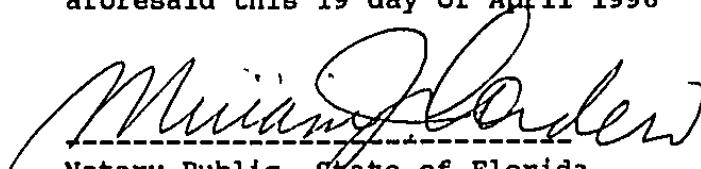
  
Maria B. Alejandros, Secretary & Treasurer

(4)

STATE OF FLORIDA )  
                      ) SS  
COUNTY OF DADE    )

I hereby certify that on this day before, e, an officer duly qualified to take acknowledgments, personally appeared Silvia Arrastia, as President and on behalf of SILVIA's School Inc., to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that she executed the same which person is  personally known to me or  provided as identification, and  did or  did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 19 day of April 1996

  
Notary Public, State of Florida

Print Name   
MIRIAM J CORDERO  
My Commission CG844064  
Expires May 20, 2000

Serial Number, if any \_\_\_\_\_

My Commission Expires:

(5)

STATE OF FLORIDA}  
}ss  
COUNTY OF DADE }

I hereby certify that on this day before me, an officer duly qualified to take acknowledgments, personally appeared ,Silvia Arrastia as Secretary of Silvia's School, Inc.

(6)

WRITTEN CONSENT BY THE MEMBERS  
OF THE BOARD OF DIRECTORS OF  
SILVIA'S School, Inc.

The undersigned, being the members of the Board of Directors Silvia School, Inc., a Florida corporation ( the "Corporation"), does hereby consent to the following resolutions in accordance with Section 617.0821 of the Florida Not-Not-For-Profit Corporation Act:

RESOLVED, that the Articles of the Incorporation of the Corporation be hereby entirety in accordance with the proposed Articles of Incorporation of the Corporation as attached hereto and incorporated herein;

FURTHER RESOLVED, any officer of the Corporation, acting singly on behalf of the Corporation, be and hereby is authorized and directed to execute and deliver such documents and to do or cause to be done such acts as any of them may deem necessary or appropriate in order to effectuate the foregoing resolution, including without limitation the filing of these Articles of Incorporation with the Secretary of State of Florida and the payment of all fees related thereto.

Date: April 19, 96

Board of Directors:

By: Silvia Arrastia  
Silvia Arrastia  
President

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SCHOOL OF FLORIDA  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Having been named as registrar agent for the Silvia School, Inc., a not-for-profit- Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, On behalf of the Corporation, hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of the registered agent.

**REGISTERED AGENT**

By: Silvia Arrastia  
Silvia Arrastia

Dated: April 19, 1996