

NA60000006063

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

800002015968--9

-11/27/96--01058--024

630.00 **70.00

OFFICE USE ONLY

EFFECTIVE DATE

1-1-97

95 NOV 27 PM 1:59

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

AMBER COAST INTERNATIONAL, INC.

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
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 checked="" 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

11-27-96
Examiner's Initials

10/27

EFFECTIVE DATE
11-1-97

**ARTICLES OF INCORPORATION
OF
AMBER COAST INTERNATIONAL, INC.**

95 NOV 27 PM 1:59

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **AMBER COAST INTERNATIONAL, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida mainly assisting students from Europe to obtain housing and education in the United States.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 5225 23rd Avenue South, Saint Petersburg, Florida 33707 and the mailing address is Post Office Box 16743, Saint Petersburg, Florida 33733.

ARTICLE 4 - INCORPORATORS

The names and street addresses of the incorporators of this Corporation are Jovita K. Acute and Algirdas Gelezius whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President: Jovita K. Acute
Vice President: Algirdas Gelezius



Secretary: Algirdas Gelezius
Treasurer: Tomas Gelezius

ARTICLE 6 - DIRECTORS

The Directors shall be elected by a majority vote of the Members of this Corporation. The Directors of the Corporation shall be:

Jovita K. Acute
Algirdas Gelezius
Tomas Gelezius

ARTICLE 7 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 8 - CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE 9 - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE 10 - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE 11 - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.



ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective January 1, 1997.

ARTICLE 14 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification.



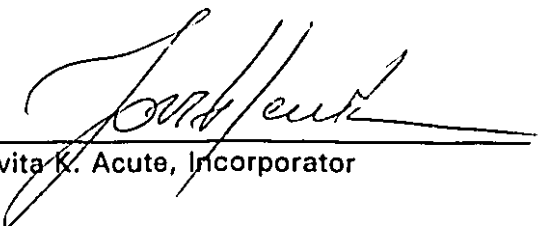
or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 15 - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

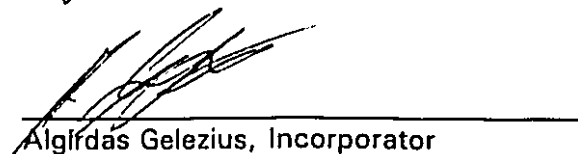


IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 26 November 1996.


Jovita K. Acute, Incorporator

96 NOV 27 PM 1:59

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS


Algirdas Gelezius, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 617.0501, Florida Statutes.

AmeriLawyer® Chartered

By: 
Elisa Albo, Vice President

ARTPNP2INC.IND



N96000006063

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

CORAL GABLES, FL 33134 - (305) 445-2700

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-06/19/97--01005--005

*****35.00 *****35.00

OFFICE USE ONLY

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

1. Amber Coast International, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
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	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 JUN 19 AM 9:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 JUN 19 AM 6:14
DIVISION OF CORPORATION

6/19
Jon
Horne
Examiner's Initials

Jackie
authorized
addition of name
beneath signature

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMBER COAST INTERNATIONAL, INC.**

FILED
97 JUN 19 AM 9:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Article 5 of the Articles of Incorporation provides:

President:	Jovita K. Acute
Vice-President:	Algirdas Gelezius
Secretary:	Algirdas Gelezius
Treasurer:	Tomas Gelezius

whose addresses shall be the same as the principal address of the Corporation.

SECOND: Article 5 shall be amended to state:

Vice-President:	Algirdas Gelezius
Secretary:	Algirdas Gelezius
Treasurer:	Tomas Gelezius

whose addresses shall be the same as the principal address of the Corporation.



THIRD: Article 6 of the Articles of Incorporation states Director(s) as:

Algirdas Gelezius
Tomas Gelezius
Jovita K. Acute

FOURTH: Article 6 shall be changed to state Director(s) as:

Algirdas Gelezius
Tomas Gelezius

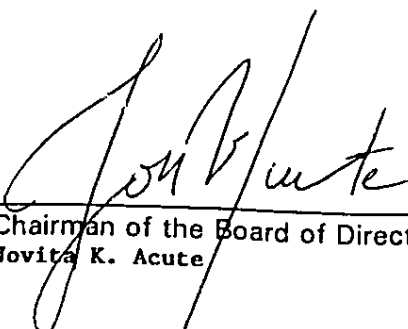
whose addresses shall be the same as the principal address of the Corporation.

FIFTH: The date of the adoption of this amendment is the 20 May 1997.

SIXTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 20 May 1997.



Chairman of the Board of Directors
Jovita K. Acute

ARTAMEND.PRES



343 ALMERIA AVENUE CORAL GABLES, FL 33134 - (305) 445-2700 - (800) 603-3900 - FACSIMILE (305) 447-8900
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<http://www.amerilawyer.com>