

N97000007139

*Jeanne Pistolet Rose*

Attorney At Law  
999 S.W. 17th Street  
Boca Raton, Florida 33486

Telephone  
(561) 391-6200

Facsimile  
(561) 338-9494

December 22, 1997

Attn: Bobbie Cox  
Amendment Section  
Division of Corporations  
409 East Gains Street  
Tallahassee, Florida 32399

100002382851--9  
-12/26/97--01010--009  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Filing of Order Changing to Non-Profit Corporation and  
New Non-Profit Articles of Inc. :  
SOUTH FLORIDA ACADEMY OF LEARNING, INC.

Dear Ms. Cox:

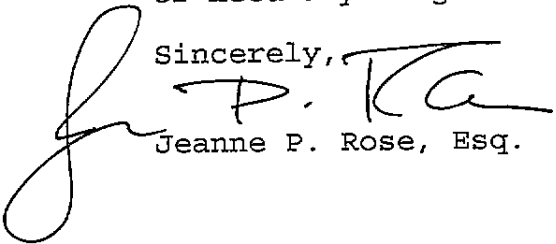
Enclosed by overnight mail to you are an original and one copy of the Court Order and new Non-Profit Articles of Incorporation for SOUTH FLORIDA ACADEMY OF LEARNING, INC.

Please file these Articles on the date of receipt of same.

I have enclosed a check for \$122.50 payable to the Secretary of State, representing \$70.00 for the filing of the Non-Profit Articles and designation of Registered Agent, and \$52.50 representing the Certified Copy Fee.

I have enclosed a pre-addressed, pre-paid Federal Express Airbill for you to return the Certified Copy of the Articles to my office immediately upon filing.

Thank you for all your assistance with this matter, and please give me a call immediately if you have any questions or need anything further in this regard.

Sincerely,  
  
Jeanne P. Rose, Esq.

97 DEC 24 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

BC 12/24

IN THE CIRCUIT COURT OF THE  
SEVENTEENTH JUDICIAL CIRCUIT  
IN AND FOR BROWARD COUNTY,  
FLORIDA

CASE NO: 97-018271 13

IN RE: THE MATTER OF  
SOUTH FLORIDA ACADEMY OF LEARNING, INC.

Petitioner

---

FILED  
97 DEC 24 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER GRANTING PETITION TO CHANGE CORPORATION  
FROM FOR PROFIT TO CORPORATION NOT FOR PROFIT  
AND APPROVING ARTICLES OF INCORPORATION

THIS CAUSE having been brought before the court by the Petitioner, South Florida Academy of Learning, Inc., a Florida corporation, pursuant to section 617.1805, Florida Statutes; Petitioner having filed a Petition to Change Corporation From For Profit to Corporation Not For Profit; the undersigned counsel for the Petitioner having appeared before this Court; this Court having considered the Petition, the Shareholders Consent and Authorization, and the proposed Articles of Incorporation, and finding them to be in proper form; and this Court being otherwise fully advised in the premises, it is hereby ORDERED AND ADJUDGED:

1. The Petition to Change from Corporation for Profit to Corporation Not for Profit filed with this Court by South Florida Academy of Learning, Inc. on November 24, 1997, is hereby granted.

In Re: South Florida Academy of Learning, Inc.  
Case No. 97-018271 13  
Order Approving Change to Non-Profit Corp./Articles  
Page 2

2. The proposed Articles of Incorporation of South Florida Academy of Learning, Inc., an original of which is attached hereto as Exhibit "A" and incorporated herein by reference, are hereby approved by this Court for filing with the Division of Corporations of the State of Florida as a Non-Profit Corporation.

3. All of the property of the Petitioner, South Florida Academy of Learning, Inc. shall become the property of the successor corporation not for profit, subject to all the indebtedness and liabilities of the petitioning corporation.

4. Upon the issuance of a certificate by the Department of State showing the receipt of this Order of Approval together with the Articles of Incorporation (Exhibit "A"), and the filing of the articles, the Petitioner, South Florida Academy of Learning, Inc., shall become a corporation not for profit under the name adopted in the articles of incorporation, and subject to all of the rights, powers, immunities, duties, and liabilities of corporations not for profit under state law, and its rights, powers, immunities, duties, and liabilities as a corporation for profit shall cease and determine.

DONE AND ORDERED in Chambers at Fort Lauderdale, Broward County, Florida this \_\_\_\_\_ day of December, 1997.

LEROY H. MOE  
TRUE COPY

DEC 18 1997

LEROY H. MOE  
CIRCUIT COURT JUDGE

**ARTICLES OF INCORPORATION  
OF  
SOUTH FLORIDA ACADEMY OF LEARNING, INC.,  
a non-profit corporation**

FILED  
97 DEC 24 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation shall be: South Florida Academy of Learning, Inc.

**ARTICLE II**

The principal place of business and the mailing address of this corporation shall be:

4640 N.W. 74th Place, Coconut Creek, Florida 33073

**ARTICLE III**

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it are as follows:

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
2. The specific purpose for which the corporation is organized shall be: To engage in the operation of a private, non-sectarian school in order to provide compulsory educational instruction and its associated services.
3. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.
4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.
5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.
6. To borrow money and to issue evidences of indebtedness in furtherance of any or all

of the objects of its business and to secure loans by mortgage, pledge, deed of trust, or other lien.

7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

8. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind necessary or in connection with or incidental to the accomplishment of any one or more the non-profit purposes of the corporation.

9. 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 or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its 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. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.

10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the Seventeenth Judicial Circuit, Broward County, Florida, in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

12. The corporation shall have such powers as are conferred upon it in by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

The By-Laws may impose other conditions of membership from time to time.

**ARTICLE IV**

The manner in which the directors are elected or appointed shall be stated in the By-Laws of the corporation.

**ARTICLE V**

The name and street address of the initial registered agent shall be:

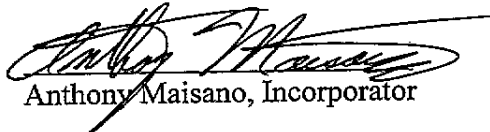
Anthony Maisano  
4640 N.W. 74th Place  
Coconut Creek, Florida 33073

**ARTICLE VI**

The name and street address of the incorporator of these Articles of Incorporation shall be:

Anthony Maisano  
4640 N.W. 74th Place  
Coconut Creek, Florida 33073

The undersigned incorporator has executed these Articles of Incorporation this 22 day of November, 1997.

  
Anthony Maisano, Incorporator

**ARTICLE VII**

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer, and such other officers as may from time to time be created by the Board of Directors. The names of the Officers and the office they shall hold until the first election shall be:

Maryanne Maisano, President  
Anthony Maisano, Vice President, Secretary, Treasurer

**ARTICLE VIII**

The members of the Board of Directors shall never be less than three (3) in number. Initially, the Board of Directors shall consist of three (3) persons whose names and addresses are as follows

and who shall serve as Directors until the first election:

Maryanne Maisano  
4640 N.W. 74th Place  
Coconut Creek, Florida 33073

Anthony Maisano  
4640 N.W. 74th Place  
Coconut Creek, Florida 33073

Jennie Barca  
4640 N.W. 74th Place  
Coconut Creek, Florida 33073

#### **ARTICLE IX**

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by the Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the officers of this corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE X**

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

#### **ARTICLE XI**

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting, Directors shall be elected or appointed in accordance with the By-Laws.

IN WITNESS WHEREOF, the undersigned have hereunto set their hand and seal this 22nd day of November, 1997.

Maryanne Maisano  
Maryanne Maisano  
President  
South Florida Academy of Learning, Inc.

Anthony Maisano  
Anthony Maisano  
Secretary  
South Florida Academy of Learning, Inc.

Signed, sealed and delivered in the presence of:

Holly M. Mosel  
Holly M. Mosel

11/22/97

Jan P. Tan

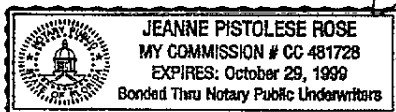
11/22/97

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of November, 1997, by Maryanne Misano and Anthony Maisano, who are personally known to me.

Jeanne Pistolese Rose  
Notary Public

My Commission Expires:





**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

First - That South Florida Academy of Learning, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named Anthony Maisano located at 4640 N.W. 74th Place, City of Coconut Creek, County of Broward, State of Florida 33073, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THAT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Anthony Maisano, Registered Agent

**FILED**  
97 DEC 24 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA