

# N98000004401



**THE UNITED STATES  
CORPORATION**  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 909418 81294A

AUTHORIZATION :

*Patricia Pizeto*

COST LIMIT : \$ 122.50

ORDER DATE : July 29, 1998

ORDER TIME : 2:44 PM

ORDER NO. : 909418-005

CUSTOMER NO: 81294A

100002602031--2

CUSTOMER: Layne Verebay, Esq  
FREEDMAN & VEREBAY, P.A.

190 N.e. 199th St., Suite 204

N. Miami Beach, FL 33179

DOMESTIC FILING

NAME: HERITAGE PREPARATORY SCHOOL,  
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: Christopher Smith

624-2555

W98-17286

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 29 PM 12:41  
  
RECEIVED  
98 JUL 29 PM 3:23  
DIVISION OF CORPORATION  
7/30/98



July 29, 1998

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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98 JUL 30 PM 12:09  
DIVISION OF CORPORATION

July 30, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: HERITAGE PREPARATORY SCHOOL, INC.  
Ref. Number: W98000017286

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 29 PM 12:41

We have received your document for HERITAGE PREPARATORY SCHOOL, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 298A00040022

**RESUBMIT**

Please give original  
submission date as file date.

please give file date of 7-29.

**ARTICLES OF INCORPORATION**  
**OF**  
**HERITAGE PREPARATORY SCHOOL, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 29 PM 12:41

THE UNDERSIGNED forms a not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and hereby certifies as follows:

**ARTICLE I**  
**NAME**

The name of this Corporation shall be:

HERITAGE PREPARATORY SCHOOL, INC.

**ARTICLE II**  
**MAILING ADDRESS OF THE CORPORATION**

6281 S.W. 156th Court  
Miami, FL 33193

**ARTICLE III**  
**PURPOSES OF CORPORATION**

The purposes for which this Corporation is organized are:

A. Exclusively charitable, scientific, literary and educational within the meaning of §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 §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. raising funds to support the aforementioned activities by soliciting charitable contributions from corporations, partnerships, limited liability companies and other businesses, private individuals, charitable organizations and private foundations, and other persons;
- ii. receiving by way of gift, purchase, grant, devise, will or otherwise, real, personal, or mixed property;
- iii. holding, using, maintaining, leasing, donating, pledging, encumbering, loaning, selling, conveying, and otherwise disposing of all such property in furtherance of the objectives and purposes of this Corporation; and
- iv. doing all such other 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 § 501(c)(3).

C. This Corporation is a not-for-profit corporation organized pursuant to the Florida Not-For-Profit Act, and is created, organized 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 in the distribution of any of the corporate assets upon dissolution of the Corporation. However, the Corporation may confer benefits in the form of distributions, upon dissolution or otherwise, upon 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 of otherwise attempting 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 liabilities of the Corporation, be distributed to one or more organizations 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 Florida, the County of Dade 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 purposes, or to such organization or organization organized and operated exclusively for such charitable purposes, 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, if any, either for reimbursement of any sums subscribed, donated, or contributed by such members, or for any other purpose.

#### **ARTICLE IV** **DIRECTORS**

The affairs of the Corporation are to be managed by the Board of Directors consisting of no less than three (3) Directors, which number may be increased from time to time as provided in the Corporation's Bylaws. The method of election and appointment of the directors of the Corporation shall be as set forth in the Corporation's Bylaws.

#### **ARTICLES V** **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

Layne Verebay, Esq.  
190 N.E. 199th Street, Suite 204  
Miami, FL 33179

#### **ARTICLE VI** **INCORPORATOR**

The name and address of the Incorporator of the Corporation is as follows:

LAYNE VEREBAY, ESQ.  
190 N.E. 199th Street, Suite 204  
Miami, FL 33179

**ARTICLE VII**  
**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 be 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.

**ARTICLE VIII**  
**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 Statutes.

**ARTICLE IX**  
**AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any subsequent 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 or the Corporation at a meeting in which a quorum exists.

**ARTICLE X**  
**MEMBERS**

This Corporation shall have members, unless the By-Laws shall provide that the Corporation shall not have members, if any, and the manner of their appointment or election

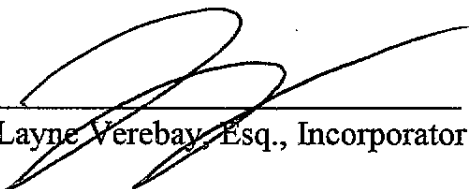
shall be set forth in the By-Laws of the Corporation. Such members may be composed of one or more classes with such differences and qualification, voting rights and manner of election or appointment as shall be set forth in the By-Laws. If the By-Laws provide that the Corporation shall not have members, the Board of Directors shall have all of the powers that the members would otherwise have, including, but not limited to, the power to elect and appoint directors and the power to amend these Articles of Incorporation

**ARTICLE XI**  
**COMMENCEMENT**

This Corporation shall commence its corporate existence upon the filing of these Articles of Incorporation.

The undersigned Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true.

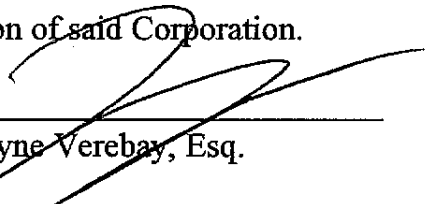
Dated this 29th day of July, 1998.

  
\_\_\_\_\_  
Layne Verebay, Esq., Incorporator

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 29 PM 12:41

**ACCEPTANCE**

Layne Verebay, Esq., 190 N.E. 199th Street, Suite 204, Miami, FL 33179, agrees to act as Registered agent for HERITAGE PREPARATORY SCHOOL, INC., a not-for-profit corporation, as stated in the Articles of Incorporation of said Corporation.

  
\_\_\_\_\_  
Layne Verebay, Esq.



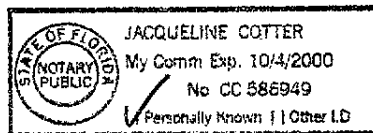
STATE OF FLORIDA       )  
                                  )SS  
COUNTY OF MIAMI-DADE )

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared Layne Verebay, Esq., to me known to be the person described in and who executed the foregoing articles of incorporation, and acknowledges before me that said person subscribed to those articles of incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 29th day of July, 1998.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



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