

N98000006195

CASTELLON, ZALKA & COMPANY, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

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Coral Springs Office
6437 N.W. 99th Avenue
Parkland, Florida 33076
Phone: (305) 346-7786

PLEASE REPLY TO MIAMI OFFICE

August 10, 1998

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

800002676168--6
-10/29/98--01010--007
*****70.00 *****70.00

RE: Educational Extra, Inc.
1355 W. Palmetto Park Road, Ste. 122
Boca Raton, FL 33486

To Whom It May Concern:

The corporation referred to above has filed the documents previously with the Department of State to reflect this corporation as a not-for-profit educational organization, by properly registering with Palm Beach County and filing an amended Articles of Incorporation pursuant to Florida Statutes 607. We are still awaiting for a response to the State which will confirm our elections to be eligible as a not-for-profit organization within the State of Florida. We already paid \$206.00 to the courts on March 17, 1998 to file the appropriate forms and still do not have an answer from the State of Florida.

I am now resending all documents to the State which we are attempting to establish as a not-for-profit status. Please contact my office immediately if there is any documentation still pending to finalize this request to the State of Florida. Awaiting your prompt reply

Sincerely yours,

Conversion from profit to non-profit

Stephen M. Zalka, CPA
Stephen M. Zalka, CPA

SMZ/nc

DMC
10/26/98

FILED
98 OCT 26 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 16, 1998

STEPHEN M. ZALKA, CPA
CASTELLON, ZALKA & COMPANY, P.A.
5255 NW 87TH AVE SUITE 301
MIAMI, FL 33178

SUBJECT: EDUCATIONAL EXTRA, INC.
Ref. Number: P96000048498

We have received your document for EDUCATIONAL EXTRA, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

In order to convert a corporation from PROFIT to NOT-FOR-PROFIT corporation, You must review Florida Statutes 617.1805, 1806, & 1807. The information mailed is incomplete. The petition must be signed by the Clerk of Court and the Not-For-Profit articles must be a complete 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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 198A00046988

February 27, 1998

Circuit Court of Palm Beach County
205 N Dixie Highway
West Palm Beach, FL 33401

Pursuant to the provision of sections 617.1805, section 617.1806, and section 617.1807, Florida Statutes, please accept this notice as our petition to the Circuit Court of Palm Beach County to authorize Educational Extra, Inc., to become a not for profit corporation. Educational Extra, Inc. is currently a for profit corporation under the statutes of the State of Florida.

Educational Extra, Inc. is engaged solely in carrying out the purposes and objects for which corporations not for profit are authorized under state law.

The purposes that we are solely engaged are as follows:

Educational Extra, Inc. is solely engaged in the remediation and continuing education of students of elementary, middle, and high school. Our initial program was a summer school designed to serve students both in remediation and acceleration. Enrollment in our program is non discriminatory in relation to race or religion. The elimination of public summer school prompted the necessity for this program. Students were assisted in meeting the requirements necessary to be recommended for academic promotion. The founders of Educational Extra, Inc., are all certified, experienced, and highly qualified public school teachers.

Our curriculum includes core academic classes (Math, English, Science, Social Studies) at the middle and high school levels. We intend to extend our course offerings to the elementary level as well as provide enrichment opportunities.

We are now in the process of developing study groups that will meet several times per week throughout the school year to provide tutorial services.

Due to the high standards of our programs and the positive rate of success we have achieved, we have been endorsed and supported by numerous principals and School Officials.

These educational activities further develop our exempt purposes by enhancing the educational level of all students enrolled in our program.

Attached to this petition are approvals from all stockholders agreeing to this change from a for profit corporation to a not for profit corporation.

Also attached are approvals from all stockholders accepting all property of the petitioning corporation and agreeing to assume and pay all its indebtedness and liabilities.

Also attached is written consent of all shareholders authorizing Maxine Dessler to file this petition before the Circuit Court of Palm Beach County.

A signed copy of the proposed Articles of Incorporation of Educational Extra, Inc. is also attached.

An approved copy of our Articles, as originally filed as a for profit corporation, is also attached.

By:


Maxine Dessler

Educational Extra, Inc.
1355 W Palmetto Park Road
Suite 122
Boca Raton, FL 33486

>>>>>>> R E C E I P T <<<<<<<<

DOROTHY H. WILKEN, CLERK CIRCUIT COURT
PALM BEACH COUNTY, FLORIDA
CIRCUIT LAW MAIN

PAGE 1

CASE NBR: CL-98-004020-AO
FILE NBR: 12

RECEIPT NBR: 00251758
ISSUE DATE : 05/04/98

RECEIVED FROM: EDUCATIONAL EXTRA

AMOUNT PAID : \$206.00 CASH AMT : \$0.00
CHECK AMT: \$206.00 CHECK NBR: 0001151

\$206.00 ALL CIVIL ACTIONS OVER \$15,000

FILING \$40.00
STATE FEE \$8.00
COURT ED TRUST \$2.50
LEGAL AID \$15.00
CRT FACILITY \$119.50
LAW LIBRARY \$11.50
MEDIATION/ARBITRATION \$5.00
DOCKET FUND \$1.00
PUBLIC GUARDIANSHIP \$3.50

TOTAL CHARGE : \$206.00

CHANGE : \$0.00

ENTERED BY : 003 E

FILED
98 OCT 26 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



STATE OF FLORIDA
COUNTY OF PALM BEACH

This copy is a true copy of the Original on file
in this office. WITNESS my hand and Official Seal.

This 30th day of September A.D. 1998
Dorothy H. Wilken, Clerk, Circuit Court

By: Susan Allison D.C.

Educational Extra, Inc.
1355 W Palmetto Park Road
Suite #122
Boca Raton, FL 33486

Attachment to petition for change in corporate status.

We consent to authorize the change in the corporate nature of Educational Extra, Inc., from a for profit corporation to a not for profit corporation, and we direct an authorized officer, Ms Maxine Dessler, to file such petition before the court.

We also agree to accept all the property of the petitioning corporation and we agree to assume and pay all its indebtedness and liabilities.

The following names and signatures are all shareholders of Educational Extra, Inc.

T Maxine Dessler

P Terri Stillman

VP Veronica Adams

D Luanne Haag

D Mindy Koch

S Bobbie Lauren

Maxine Dessler
Terri Stillman
Veronica Adams
LP Haag
Mindy Koch
Bobbie Lauren

Agreed and Accepted

5/20/97

Signature

Vice-Pres. Ronnie Adams 1053 SW 25th Pl. Boynton Beach 33426
~~Dave Blackburn 1222 SW 5th St. Boca Raton 33486~~
Treasurer (Max) Dessler 7751 La Mirada Drive Boca Raton 33433
 Maxine
 Luann Haag 900 A.W. E. 4th Street Boca Raton 33432
 Mindy Koch 21590 Repok Circle Boca Raton 33433
Secretary Bobbie Lauren 1781 SW 10th St. Boca Raton 33486
President Terri Stillman 5850 Camino Del Sol # 307
 Boca Raton, 33433

PROPOSED
ARTICLES OF INCORPORATION
of
EDUCATIONAL EXTRA, INC.

FILED
98 OCT 26 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 617 of the laws of the State of Florida:

ARTICLE I - NAME

The name of the corporation shall be:

EDUCATIONAL EXTRA, INC.

The address of the principal office of this corporation shall be:

1355 W Palmetto Park Road
Suite # 122
Boca Raton, FL 33486-3303

and the mailing address shall be the same.

ARTICLE II - NATURE OF BUSINESS

The purpose of the Corporation is (a) the remediation and continuing education of students of elementary, middle and high school, and (b) to carry on, directly or indirectly, any charitable activity.

AND

The corporation will not discriminate based upon race, religion, sex or any other prejudice.

AND

Notwithstanding any other provisions of these articles, the purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

AND

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III - MEMBERS

Each officer and director of the corporation will be considered a member of the organization.

ARTICLE IV - VOTING RIGHTS

Each member will be entitled to one vote at the annual meeting of the corporation.

ARTICLE V - INCOME DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, the Board will, after paying or making provision for the payment of all of the liabilities of the corporation, transfer all of the assets of the corporation to such other organization or organizations as the members will select as will then qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal revenue Law).

ARTICLE VI - EXISTENCE

The corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is

Maxine Dessler
7757 La Mirada Drive
Boca Raton, FL 33433

ARTICLE VIII - REGISTERED AGENT AND OFFICE

The name and street address of the registered agent of this corporation is

Maxine Dessler
7757 La Mirada Drive
Boca Raton, FL 33433

By signing below, I hereby accept the appointment as registered agent.

ARTICLE IX - DIRECTORS

This corporation shall have three directors. The number of directors may be increased or decreased from time to time in such manor as may be prescribed by the bylaws, The names and addresses of the directors of this corporation are:

Terri Stillman , 5850 Camino Del Sol #307, Boca Raton, FL 33433
Ronnie Adams, 1053 SW 25th Place, Boynton Beach, FL 33426
Maxine Dessler, 7757 La Mirada Drive, Boca Raton, FL 33433

ARTICLE X - OFFICERS

President

Terri Stillman , 5850 Camino Del Sol #307, Boca Raton, FL 33433

Vice President

Ronnie Adams, 1053 SW 25th Place, Boynton Beach, FL 33426

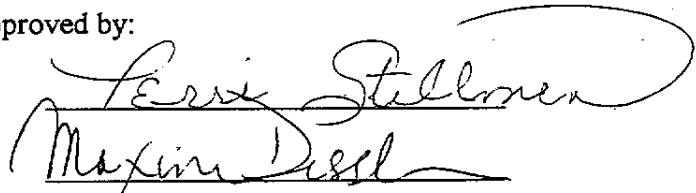
Secretary, Treasurer

Maxine Dessler, 7757 La Mirada Drive, Boca Raton, FL 33433

Proposed Articles of Incorporation are approved by:

President, Terri Stillman

Secretary, Maxine Dessler

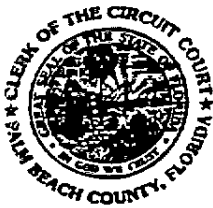


**STATE OF FLORIDA
COUNTY OF PALM BEACH**

This copy is a true copy of the Original on file
in this office. WITNESS my hand and Official Seal.

This 30th day of September A.D. 1998
Dorothy H. Wilken, Clerk, Circuit Court

By: Susan Allison D.C.



Dorothy H. Wilken
Clerk

Executive Offices
P.O. Box 229
West Palm Beach, FL 33402

Accounting
P.O. Box 229
West Palm Beach, FL 33402

Circuit Civil
P.O. Box 4667
West Palm Beach, FL 33402

Circuit Criminal
P.O. Box 2906
West Palm Beach, FL 33402

County Civil/Small Claims
P.O. Box 3406
West Palm Beach, FL 33402

Family/Domestic
P.O. Box 3537
West Palm Beach, FL 33402

Human Resources
P.O. Box 229
West Palm Beach, FL 33402

Juvenile
P.O. Box 4645
West Palm Beach, FL 33402

Marriage License
P.O. Box 1659
West Palm Beach, FL 33402

Microfilm/Photocopy
P.O. Box 4525
West Palm Beach, FL 33402

Probate/Mental Health
P.O. Box 4238
West Palm Beach, FL 33402

Recording/Index
P.O. Box 4177
West Palm Beach, FL 33402

Traffic Violations
P.O. Box 3544
West Palm Beach, FL 33402

North County Branch
3188 PGA Boulevard
Palm Beach Gardens, FL 33418

South County Branch
200 West Atlantic Avenue
Delray Beach, FL 33444

West County Branch
38844 State Road 80
Belle Glade, FL 33430

OFFICE OF THE
CLERK OF THE CIRCUIT COURT
FIFTEENTH JUDICIAL CIRCUIT • PALM BEACH COUNTY

Date: MAY 04 1998

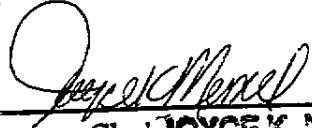
TO WHOM IT MAY CONCERN:

Your complaint/petition has been received for filing. It has been assigned case number **98-4020 AD**

Pursuant to the amendment to the Rules of Civil Procedure 1.100 (c), all action in this cause is abated until the Civil Cover Sheet (form 1.997) is filed with this office. Please insert the above case number on the Civil Cover Sheet when returning it to this office.

Thank you,
DOROTHY H. WILKEN
Clerk of Circuit Court



by 
Deputy Clerk **JOYCE K. MENDENHALL**
Circuit Civil Division
P.O. Box 4667
West Palm Beach, FL 33402

