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*Dulene Hengstler*  
*10500 SW 201 Ave*  
*Miami, Fla. 33189*

City/State/Zip Phone #

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<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

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99 JUL 21 PM 5:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION**

99 JUL 21 PM 5:40

**FOR**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WINGS OF KNOWLEDGE INC.**

**A Corporation NOT FOR PROFIT**

We, the undersigned together with other persons being desirous of forming a corporation not for profit but for charitable and philanthropic purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree as to the following:

**ARTICLE ONE**  
**NAME**

The name of this corporation not for profit shall be :

**Wings of Knowledge Inc.**

**ARTICLE TWO**  
**LOCATION**

The location of this corporation shall be 10500 S.W. 201 Terr, Miami Dade County, Florida, 33189, in the city of Miami, County of Dade, State of Florida, and at such other place or places as the Board of Directors may from time to time determine.

**ARTICLE THREE**  
**PURPOSE**

The General nature and purpose of this corporation not for profit shall be to transact, promote, and carry on the business of this corporation for which this corporation is formed and organized as follows :

1. The General nature and purpose of this corporation not for profit shall be to transact, promote, and carry on the business for which this corporation is formed and organized as a nonsectarian corporation pursuant to Section 617.54, of the Florida Statutes.
2. To aid the needy and unfortunate and enable individuals and or organizations to assist and provide opportunities for better education and a better life to orphaned abandoned , distressed, and the underprivileged.
3. To achieve by evaluating, planning, organizing, and developing comprehensive, strategies regarding implementation of primary appropriate basic educational requirements and to provide an ancillary of educational language skills thereby exposing children to a variety of life experiences and fellowship services.
4. To operate as a charitable and benevolent institution and deliver readily accessible quality educational services to all persons in a way that not only maintains the continuity of an appropriate and continued education of each individual but also in a manner as to assure the dignity and respect of the individual consumer of these services.
5. To create any necessary program(s) that are instrumentalities to which are needed to enhance the development and implementation of various programs to all.

6. To mobilize needed resources (human and fiscal) in an effort to provide and support planing, programing and any other initiatives for which the Corporation shall decide upon.

7. To engage in and enhance such activities which in the opinion of the Board of Directors thereof shall be reasonably appropriate as to and for the accomplishment of the purpose for which it is organized and the performance of it's duties and obligations.

8. To perform and provide needed facilities and/or services of whatsoever nature that may and are in the interest of those in distress who are to be served by this corporation.

9. The powers of the corporation shall be subject to and shall be exercised in accordance with the provisions of the By Laws of this corporation not for profit.

10. This corporation shall have the power and purposes that it may deem proper or otherwise or that it may deem calculated directly or indirectly, to improve the interest of this corporation, and to do all things as specified as required in Chapter 617 of the Florida Statute. To have and to exercise all powers conferred by law pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

11. The foregoing powers shall, except as here otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article of these Articles of Corporation, and shall be construed as purposes as well as powers, notwithstanding the expressed enumeration of any and all purposes cited elsewhere in these Articles.

#### **ARTICLE FOUR** **QUALIFICATION OF MEMBERS**

The membership of this corporation shall consist of the Board of Directors of Wings of Knowledge Inc., hereinafter named, and from time to time hereafter, may become members and such other Directors as may be elected to membership in accordance and in the manner provided with the Bylaws of the corporation.

#### **ARTICLE FIVE** **TERM OF DURATION**

This corporation shall have perpetual existence and shall last perpetually.

#### **ARTICLE SIX** **SUBSCRIBERS**

The names and residences of the members of the Board of Directors who are subscribers to these Articles are the following:

<b><u>Name</u></b>	<b><u>Address</u></b>
Ivolene Hangartner	10500 S.W. 201 Terr, Miami Dade, Florida 33189
Cathy A. Zebold	10500 S.W. 201 Terr, Miami Dade, Florida 33189
Bernard J. Hangartner	10500 S.W. 201 Terr, Miami Dade, Florida 33189

#### **ARTICLE SEVEN** **Directors**

SECTION 1 The affairs of the corporation shall be managed by the current director as elected by the board as may be provided in the bylaws. Any two director positions, may be held by the same person. The number of Directors may be increased from time to time, in the By-Laws.

SECTION 2 The directors shall be elected at the first meeting of the Board of Directors and thereafter at the annual meeting of the Board of Directors or as provided in the bylaws.

**SECTION EIGHT**  
**BOARD OF DIRECTORS**

The names of the persons who are to serve as directors of the Corporation until the first meeting of the Board of Directors are the following:

<u>OFFICE</u>	<u>NAME</u>
Directors	Ivolene Hangartner
Vice Director	Cathy A. Zebold
Secretary- Treasurer	Bernard J. Hangartner

SECTION 1 The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three Directors initially. The number of Directors may be increased from time to time according to the provisions of the bylaws but shall never be less than two.

SECTION 2 The Board of Directors shall be composed of members of the corporation.

SECTION 3 Members of the Board of Directors shall be elected and hold office in accordance with the bylaws.

SECTION 4 The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting of the corporation, are the following:

<u>Name</u>	<u>Address</u>
Ivolene Hangartner	10500 S.W. 201 Terr, Miami Dade, Florida 33189
Cathy A. Zebold	10500 S.W. 201 Terr, Miami Dade, Florida 33189
Bernard J. Hangartner	10500 S.W. 201 Terr, Miami Dade, Florida 33189

**ARTICLE NINE**  
**BYLAWS**

The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the By-Laws may be amended, altered or recinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

**ARTICLE TEN**  
**AMENDMENTS**

These Articles of Incorporation may be amended upon notice given at a special

meeting of the Board of Directors called for that purpose or, either at a regular meeting of the Board of Directors as provided by the By-Laws.

#### **ARTICLE ELEVEN** **PRIVATE PROPERTY EXEMPT**

The private property of the members of this corporation and the directors of this corporation shall be forever exempt from corporate debts and obligations of any kind whatsoever.

#### **ARTICLE TWELVE** **NON PROFIT STATUS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, directors, or other private persons. except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. No substantial part of the activities of the corporation shall be for the carrying on of propaganda, or otherwise attempting, to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) as to or for any political campaign on behalf of any candidate or public office. not with-standing any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on :

- (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal Revenue Law).
- (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

#### **ARTICLE THIRTEEN** **POWERS**

To the end this corporation shall be vested and have all the powers provided for Corporations Not For Profit in accordance to Chapter 617.021 of Florida Statutes, including but not limited to the foregoing purposes and any other related charitable purposes and objects that may be carried out, performed and accomplished. This corporation shall have power to:

Section 1 : Acquire, either by gift, grant, purchase, devise or bequest, and to hold own, manage, sell, grant, convey, mortgage, pledge or otherwise encumber, lease, improve and dispose of real, personal or mixed property wheresoever situated. Said corporation shall have the authority to operate said real or personal property(s), or any part thereof or any business it may acquire in any location, in the name of the corporation or in any other manner, and for its benefit and in its behalf, through such persons or agent as it may determine or select from time to time by a majority action of the directors. Furthermore said corporation shall have the authority to receive and pledge such donations, gifts and endowments, and to administer the same; all such real, personal and mixed property and to be acquired or received by gift, grant, purchase, devise, bequest or donation shall be used and employed, however, for educational, religious, charitable, social and benevolent purposes and not for pecuniary profit of the members.

Section 2 : The corporation shall formulate and adopt By-Laws and is authorized to alter and rescind the same, provided however, that said By-Laws shall be agreeable to within and not beyond or contrary to the powers as herein granted, or contrary to any laws of the United States or to the State of Florida.

Section 3 : To possess and exercise all the rights, privileges, immunities and prerequisites now or hereafter authorized by or under the provisions of the Laws of the State of Florida.

Section 4 : To receive and maintain a fund or funds of real or personal property, or both, subject to the restrictions and limitations hereinafter set forth and to use and apply the whole or any part of any income therefrom together with any principal thereof exclusively for the charitable, and philanthropic purposes as described herein or as the directors and directors of this corporation shall decide upon.

Section 5 : No part of the net earnings of the corporation shall insure to the benefit of any member, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or on behalf of the corporation affecting one or more of its purposes). No member, director, officer of the corporation, or any other private individual (s) shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation.

Section 6 : In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 507 (c) 3 and 170 (c) 2 of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law or to the federal, state, or local government for exclusive public purpose.

Section 7 : Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under section 501 (c) 3 of the Internal Revenue Code of 1954 or any corresponding provision of any future United States internal revenue law.

Section 8 : Any corporation or contributions as to which are or may become deductible under section 170 (c) 2 of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law.

#### **ARTICLE FOURTEEN** **MEETINGS**

- Section 1 : The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the By-Laws.
- Section 2 : The corporation may provide in its By-Laws for the holding of additional regular meetings and or any special meetings, and shall provide notice of all such meetings.
- Section 3 : The percentage of the members necessary to constitute a quorum for the holding of any meetings shall be determined in the By-Laws.

#### **ARTICLE FIFTEEN** **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer or director of this corporation.

STATE OF FLORIDA       )  
                                  : SS  
COUNTY OF DADE       )

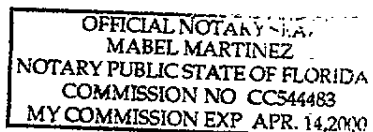
Before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared IVOLENE HANGARTNER, and BERNARD J. HANGARTNER, and CATHY A. ZEBOLD, to me known to be the person(s) described as subscribers in and who executed the foregoing Articles of Corporation, and acknowledged before me that he/she/they executed and subscribed to these Articles of Corporation for Wings of Knowledge Inc.,.

Ivylene Hangartner  
Signature  
Bernard J. Hangartner  
Signature  
Cathy A. Zebold  
Signature

Witness my hand and official seal in the County and State named above  
on this 14<sup>th</sup> day of, July, 1999 for purpose of forming this corporation Not For  
Profit under the laws of the State of Florida.

My Commission  
Expires:

Mabel Martinez  
Signature



CERTIFICATE DESIGNATION PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First : That Wings of Knowledge Inc., desiring and organized to qualify under the Laws of the State of Florida with its principal place of business at 10500 S.W. 201 Terr, Miami Dade County, FL 33189, has named BOB SAVAGE, located at 124 N. E. 19 Court, Suite B-219, Fort Lauderdale FL 33305-1046, as its agent to accept service of process within the state of Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I BOB SAVAGE, do hereby agree to act. in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

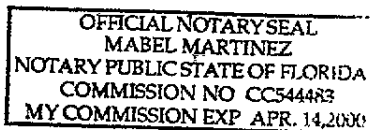
DATED this 14<sup>th</sup> day of July, A.D., 1999.

  
\_\_\_\_\_  
Signature

Witness my hand and official seal in the County and State named above on this 14<sup>th</sup> day of July, 1999 for purpose of forming this Corporation Not For Profit under the laws of the State of Florida.

My Commission  
Expires:

  
\_\_\_\_\_  
Signature



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA