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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 AUG 27 AM 11:05

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

08 AUG 27 AM 10:29

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J. Shivers AUG 28 2008

EXPRESS CORPORATE FILING SERVICE INC.

Requestor's Name

1000 PONCE DE LEON BLVD. SUITE:101

Address

CORAL GABLES, FL 33134 (305) 444-4994

City/State/Zip

Phone #

OFFICE USE ONLY

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

1. Brain Smart Tutoring, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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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

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TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION

ARTICLE ONE: NAME

The name of this corporation shall be:

BRAIN SMART TUTORING, INC.

ARTICLE TWO: NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE: TERM OF EXISTANCE

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which Corporate existence shall begin, will be the date of filing of these Articles with the Secretary of State.

ARTICLE FOUR: CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

AUTHORIZED: The maximum number of shares of common stock that this corporation may issue is: 5000 shares.

CONSIDERATION: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or in any combination of the foregoing. The judgement of the Board of Directors shall be conclusive as to the value of any such consideration.

NON-ASSESSABILITY: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

PAR-VALUE: Each share of Common Stock shall have the par-value of: One Dollar (\$ 1.00)

VOTING RIGHTS: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the Stockholders of the Corporation.

DIVIDENDS: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assest legally avaiable for such purposes.

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LIQUIDATION RIGHTS: Holders of Common Stock are entitled, in the event of liquidation or dissolution of this Corporation, to receive their pro-rate share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE FIVE: DIRECTORS

This corporation shall have 2 Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.

The name and address of the initial Directors of this Corporation are:

**MARIA E. AZUA
18246 S. W. 29 STREET
MIRAMAR, FL. 33029**

**JAVESHNEV A. RIVERA-AZUA
18246 S. W. 29 STREET
MIRAMAR, FL. 33029**

ARTICLE SIX: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office for this Corporation will be the same as the mailing address. The address is:

**17900 N W 5th STREET Unit 203 C
PEMBROKE PINES, FL. 33029**

ARTICLE SEVEN: AMENDMENT

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT: RESIDENT AGENT

The undersigned individual shall be Resident Agent for service of process in the state of Florida on behalf of the Corporation. The Resident Agent may resign at any time and the Corporation may change its Resident Agent at any time also.

**Resident Agent: JAVESHNEV A. RIVERA-AZUA
18246 S W 29 STREET
MIRAMAR, FL.33029**

ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent of the above Corporation, at the place designated in the Articles of Incorporation. I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Corporations Code pertaining to the duties and responsibilities of a Registered Agent.

JAVESHNEV A. RIVERA-AZUA
Resident Agent

ARTICLE NINE: INCORPORATION

The name of the person executing these Articles of Incorporation are:

Maria E. Azua
MARIA E. AZUA

AND

JAVESHNEV A. RIVERA-AZUA

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 20th day of August, 2008.

STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

I HEREBY CERTIFY THAT on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared the above named individual, well known to me to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that same were executed for the purpose expressed therein.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, State of Florida.

Date: August 20th, 2008.

My Commission Expires:

**Notary Public, State of
Florida, At Large.**



Raquel Montero
My Commission DD332437
Expires August 27 2008

STONE LAMP, J. and
TALLAHASSEE, Florida

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