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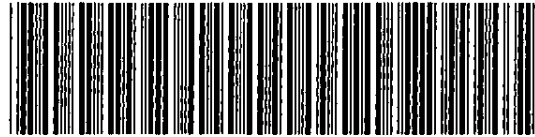
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2008 OCT -3 PM 4: 15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch OCT 3, 2008

COVER LETTER

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

SUBJECT: The Financial Education Initiative, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Thomas R. Kosky

Name (Printed or typed)

7300 N. Kendall Drive, Suite #450

Address

Miami, FL 33156

City, State & Zip

(305) 666 - 5198

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
of
The Financial Education Initiative, Inc.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract, and hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be The Financial Education Initiative, Inc.

ARTICLE II. NATURE OF THE BUSINESS

The corporation shall have the unlimited power to engage in any business activity permitted under the laws of the United States of America and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock the corporation shall have the authority to issue is one thousand (1,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. ADDRESS

The physical address of the corporation in the State of Florida is 7300 N. Kendall Drive, Suite #450, Miami, Florida 33156. The stockholder(s) may from time to time move the principal office to any other address in Florida.

ARTICLE VI. INCORPORATOR(S)

The name and address of the incorporator of these Articles of Incorporation and the initial officer of the corporation is:

President, Secretary & Treasurer:

Thomas R. Kosky
5940 S. W. 86th Street
South Miami, FL 33143

ARTICLE VII. PREEMPTIVE RIGHT

The stockholder(s) of the corporation shall have the right to purchase, subscribe to, or receive a right(s) to purchase or subscribe to, at the par value thereof, a pro rate portion of:

- i. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation or any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or



ARTICLE VII. PREEMPTIVE RIGHT (Cont.)

- II. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant(s) or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE VIII. MANAGEMENT OF THE CORPORATION BY THE SHAREHOLDER(S)

The corporation shall have no Board of Directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of the stockholder(s).

The purpose of the company of which the aforementioned individual(s) are stockholder(s) shall be to conduct any business enterprises which the stockholder(s) deem viable.

ARTICLE IX. PERFORMANCE BY THE SHAREHOLDER(S)

Each stockholder shall apply all of his experience, training, and ability in discharging his assigned functions in the company and in the performance of all work that may be necessary or advantageous to promote the business interest of the stockholder(s).

The duties of the stockholder(s) are:

- I. To engage primarily in the consulting area with respect to (1) the design and delivery of educational seminars to the public at large; (2) the design and implementation of business and personal finance related strategies, primarily for, but not limited to the professional business community; and (3) any other business enterprises which the stockholder(s) deem viable; and
- II. Stockholder(s) will divide equally among themselves the net profits generated from the company's operations.

ARTICLE X. CONTRIBUTIONS

Stockholder(s) shall contribute such capital as may be required from time to time to be used by the company for its business activities.

ARTICLE XI. BUSINESS EXPENSES

All expenses incurred by the company shall be paid from the capital and profits of company. All losses shall be paid out of the capital of the company or the profits arising from the company, or, if all the stockholder(s) shall be deficient, by the stockholder(s) on a prorate basis, in proportion to their equity interest in the company.

ARTICLE XII. AUTHORITY

No stockholder shall purchase any goods, articles, services or enter into any contract(s) exceeding the value of five hundred dollars (\$500.00) without the prior written consent of the stockholder(s).

ARTICLE XIII. SEPARATE DEBTS

No stockholder shall enter into any bond or become surety, security, bail or cosigner for any person, partnership or corporation, or knowingly condone anything whereby the property of the corporation may be attached or taken in execution, without the prior written consent of the other stockholder(s). In addition, each stockholder shall punctually pay his separate debts and indemnify the other stockholder(s) and the capital and property of the corporation against his or her separate debts and all expenses relating thereto.

ARTICLE XIV. BOOKS AND RECORDS

Books of accounts shall be maintained by the stockholder(s), and proper entries made therein of all sales, purchases, receipts, payments, transactions, and property of the corporation, and the books of accounts and all records of the corporation shall be retained at the principal place of business as specified herein. Each stockholder shall have free access at all times to all books and records maintained relative to the corporation.

ARTICLE XV. ACCOUNTING

Records of the corporation shall be maintained on a calendar year basis, and a general account shall be made and taken by the stockholder(s) of all transactions of the corporation during the preceding year, and of all the property and liabilities of the corporation. The corporation will maintain a checking account and checks must be signed only by a senior officer of the corporation.

ARTICLE XVI. ADVANCE DRAWS

There will be no advance draws by any of the stockholder(s).

ARTICLE XVII. SALARIES

Any form of remuneration to any of the stockholder(s) will be as mutually agreed upon among said stockholder(s).

ARTICLE XVIII. RELEASE OF DEBTS

No stockholder shall compound, release, or discharge any debt that shall be due or owing to the corporation, without receiving the full amount thereof, unless that stockholder obtains the prior written consent of the other stockholder(s) to the discharge of the indebtedness.

ARTICLE XIX. ADDITIONAL CONTRIBUTIONS

The stockholder(s) shall not have to contribute any additional capital to the corporation in addition to that required as hereinabove set forth, except that they shall be required to make additional contributions if the records indicate any insufficiency in the capital account of the corporation to meet current expenses, unless the corporation mutually agrees upon a different manner of raising the additional capital required.

ARTICLE XX. ARBITRATION

If any differences shall arise between or among the stockholder(s) as to their rights or liabilities or under any instrument made in furtherance of the corporation, the differences shall be determined and the instrument shall be settled by arbitration pursuant to the American Rules of Arbitration of the American Arbitration Association.

ARTICLE XXI. ADDITIONS, ALTERATIONS OR MODIFICATIONS

Where it shall appear to the stockholder(s) that these Articles of Incorporation or any terms and conditions contained herein, are in any way ineffective or deficient, or not expressed as originally intended, and any alteration or addition shall be deemed necessary, the stockholder(s) will inter into, execute, and perform all further amendments as their counsel shall advise. Any additions, alterations, or modifications shall be in writing, and no oral agreement shall be effective.

ARTICLE XXII. VALUE

Wherever it is necessary to arrive at the value of the corporation or any interest therein, such valuation shall be at "**FAIR MARKET VALUE**" and determined as such by an independent business appraiser.

ARTICLE XXIII. PAYMENT OF ESTATES TO DECEASED OR RETIRED SHAREHOLDER(S)

In the event of the death or retirement of any of the stockholder(s), the value of their respective interest shall be paid in five (5) equal annual installments with interest on the unpaid balance accruing at ten percent (10.0%) per annum included in said installments, with the first payment due one year following the retirement or death and a like payment on the same date each year thereafter until paid in full to the retired stockholder or designated beneficiary.

ARTICLE XXIV. BINDING AGREEMENT

These Articles of Incorporation shall be binding upon and inure to the benefit of the heirs and personal representatives of the parties hereto.

ARTICLE XXV.

The stockholder(s) agree that in the event that they may at any time determine that it is in their mutual best interest to sell the business, then and in such event they do hereby agree that the business shall be placed on the market for sale at its then reasonable market value upon such terms and conditions as they may reasonably determine. The parties further agree that the business shall be listed for sale with a business broker and they do hereby agree that they shall waive any commission which the broker might otherwise be entitled to in connection with said sale, so that the corporation shall not be responsible for any commission relating to the sale of the subject business.

ARTICLE XXVI. NON - COMPETE

Thomas R. Kosky unconditionally agrees that he will not, for a period of three (3) years subsequent to the execution of these Articles of Incorporation, enter into any agreement or contract, business or otherwise with any individuals, partnerships, corporations, etc., where said business affiliation is in direct competition or may result in such with the business of said corporation.

ARTICLE XXVII. CONFIDENTIALITY

Thomas R. Kosky unconditionally agrees that he will keep all business affairs, where such business affairs directly or indirectly are related to the business of said corporation, confidential.

ARTICLE XXVIII.

All notices, consents and other instruments hereunder shall be in writing and mailed by certified or registered mail, and shall be directed to the parties at their respective addresses as shown opposite their signature at the end of the Articles of Incorporation. Notice shall be effective on the date such is deposited in the United States Mail.

ARTICLE XXIX. STOCK TRANSFERS - CORPORATION'S RIGHT OF FIRST REFUSAL

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be: in writing; signed by the stockholder; sent by certified or registered mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of ninety (90) days from the date of mailing. If the corporation fails or refuses within each period to make satisfactory arrangement for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may deem fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

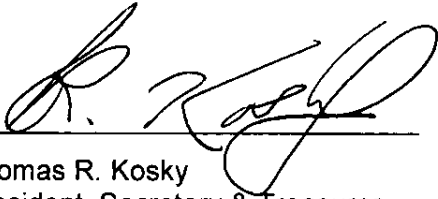
Each share certificate issued by the corporation shall have printed or stamped thereof the following legend; *"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation. A copy of such articles is on file at the principal office of the corporation."*

ARTICLE XXX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

IN WITNESS THEREOF,

The incorporator of these Articles of Incorporation has hereunto set his hand and seal this 29th day of September, 2008.

A handwritten signature in black ink, appearing to read 'T. Kosky', is written over a horizontal line.

Thomas R. Kosky
President, Secretary & Treasurer

Handwritten initials, likely 'T.K.', are written in black ink over a horizontal line.


*CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS WITHING THE STATE OF FLORIDA*

The Financial Education Initiative, Inc., is qualified to conduct business under the laws of the State of Florida with its principal office located at 7300 North Kendall Drive, Suite # 450, Miami, Florida 33156, and appoints Thomas R. Kosky, who resides at 5940 S. W. 86th Street, South Miami, Florida 33143 as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I, Thomas R. Kosky, hereby accept to act in this capacity to comply with the provisions of the Florida Statutes relative to keeping open said office.

By:

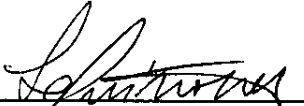


Thomas R. Kosky
President, Secretary & Treasurer

STATE OF FLORIDA)
)
) Social Security # 274 – 50 – 3525
)
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 Thomas R. Kosky to me known to be the person described as the incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County of Dade, State of Florida, this 29th day of September, 2008.



NOTARY PUBLIC,
State of Florida at Large

My commission expires:

