

*990000 491*

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.  
 (Requestor's Name)  
 3320 S.W. 87th AVENUE  
 (Address)  
 MIAMI, FLORIDA (305)552-5973  
 (City, State, Zip) (Phone #)  
 LOCAL REPRESENTATIVE TALLAHASSEE

700002741977-2  
 -01/14/99-01081-027  
 \*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

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

1. PARALLEL INSTITUTE  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

FILED  
 99 JAN 14 PM 1:11  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

- Walk in   
  Pick up time 2:00   
  Certified Copy  
 Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

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

*1/14*

RECEIVED  
 99 JAN 14 AM 11:47  
 DIVISION OF CORPORATION

Examiner's Initials

Articles of Incorporation of PARALLEL INSTITUTE, *INC.*  
a Florida Not For Profit Corporation

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in chapter 617 of the Florida Statutes, adopt the following Articles of incorporation for the corporation:

Article I

Name

The name of the corporation is PARALLEL INSTITUTE, *INC.*

Article II

Duration

The corporation shall have perpetual duration.

Article III

Purpose

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a). The specific and primary purposes for which the association is formed are to operate for the advancement of education and relief of the poor and for other charitable purposes, by the distribution of its funds for those purposes, and particularly to assist the under privileged with an opportunity to become productive members of society by receiving training and assistance.

(b). The general purposes for which the association is formed are to operate exclusively for educational, and poverty relief purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax law, including, for those purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

(c). This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication or distribution of any statements or otherwise in any political campaign on behalf of any candidate for public office.

Article IV

Membership

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and

FILED  
99 JAN 14 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

Article V  
Initial Registered Agent

The street address of the initial registered office of the corporation is 5011 S.W. 133<sup>rd</sup> Ave., City of Miami, County of Miami-Dade, State of Florida. The name of its initial registered agent at that address is Aquilino Batista.

Article VI  
Directors

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three (3); provided, however, that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first board of directors shall hold office until the first meeting of members, to be held on the first Monday in February 1999, at 10:00 a.m., at 5011 S.W. 133<sup>rd</sup> Ave., Miami, FL 33175, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of two (2) years until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 10:00, on the first Monday in February of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the Board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the Board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
AQUILINO BATISTA	5011 S.W. 133 <sup>rd</sup> Ave., Miami, FL 33175
RAFAEL D. BATISTA	11870 S.W. 46 <sup>th</sup> St., Miami, FL 33175
VICTOR I. RUEDA	13821 S.W. 9 <sup>th</sup> Terr., Miami, FL 33184

Article VII  
Incorporators

The name and address of each incorporator are:

<u>Name</u>	<u>Address</u>
AQUILINO J. BATISTA	5011 S.W. 133 <sup>rd</sup> Ave., Miami, FL 33175
RAFAEL D. BATISTA	11870 S.W. 46 <sup>th</sup> St., Miami, FL 33175
VICTOR I. RUEDA	13821 S.W. 9 <sup>th</sup> Terr., Miami, FL 33184

Article VIII  
Officers

The board of directors shall elect the following officers: president; treasurer; and secretary; and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers are the following, to wit:

<u>Name</u>	<u>Address</u>	<u>Officers</u>
AQUILINO J. BATISTA	5011 S.W. 133 Ave., Miami, FL 33175	President
RAFAEL D. BATISTA	11870 S.W. 46 St., Miami, FL 33175	Treasurer
VICTOR I. RUEDA	13821 S.W. 9 <sup>th</sup> Terr., Miami, FL 33184	Secretary

Article IX  
Power and Authority

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

Article X  
Property

The property of this corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

Article XI  
Dissolution or winding up

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision

for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for religious, educational or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article XII  
Amendments

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

---

**IN WITNESS WHEREOF**, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of florida, have executed these Articles of Incorporation at Miami, Dade County, Florida, on December 23<sup>rd</sup> 1998.

Aquilino D. Batista  
AQUILINO BATISTA, Incorporator

Rafael D. Batista  
RAFAEL D. BATISTA, Incorporator

V. I. Rueda  
VICTOR I. RUEDA, Incorporator

ACKNOWLEDGMENT AND ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated non-profit corporation, at the place designed in these Articles, I hereby agree to act in this capacity, and I further agree to comply with provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated this 23<sup>rd</sup> day of December 1998.

Aquilino A. Batista  
AQUILINO BATISTA


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 acknowledgments appeared AQUILINO BATISTA, who is personally to me to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged subscribing his name thereto for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 23<sup>rd</sup> day of December 1998.

My Commission Expires:

Cira L. Blanco  
NOTARY PUBLIC, State of Florida  
At Large

 Cira L. Blanco  
My Commission CC727604  
Expires March 24, 2002

99 JAN 14 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
**FILED**