

N1800008048

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Received Faxed corrections from  
M. DeLaCruz on 12/18/2018

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DEC 18 2018

FILED  
18 DEC 18 PM 1:18  
DELAWARE COUNTY

Amend\*  
Restated / N/C



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 12, 2018

KELLY A. DE LA CRUZ  
ESCUELA MONTESSORI, INC.  
2331 CHESTERFIELD CIRCLE  
LAKE LAND, FL 33813

SUBJECT: ESCUELA MONTESSORI, INC.  
Ref. Number: N18000008048

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The capacity of the officer/director signing should be indicated. Ex. President, Vice President, Chairman of the Board, etc.

Please return 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) 245-6050.

Susan Tallent  
Regulatory Specialist II

Letter Number: 918A00025533

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Escuela Montessori Inc.

\_\_\_\_\_  
Name of Corporation

**DOCUMENT NUMBER:** N18000008048

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kelly A. De La Cruz

\_\_\_\_\_  
Name of Contact Person

Escuela Montessori, Inc.

\_\_\_\_\_  
Firm/Company

2331 Chesterfield Circle

\_\_\_\_\_  
Address

Lakeland, FL 33813

\_\_\_\_\_  
City/State and Zip Code

kelly.delacruz@miescuelamontessori.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kelly A. De La Cruz

at ( 863 ) 899-6028

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)



\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Amended and Restated**  
**Articles of Incorporation**  
**Escuela Montessori, Inc.**  
**A Not for profit Corporation**

I, the Incorporator, a natural person 21 years of age or older, adopt the following Amended and Restated Articles of Incorporation for Escuela Montessori, Inc. a not for profit corporation which was formed under the Florida Not for Profit Corporation Act on July 25, 2018:

**Article One**  
**Name**

The name of the not for profit corporation is: Mi Escuela Montessori, Inc.

**Article Two**  
**Registered Agent and Office**

The name of the initial registered agent and registered office in the State of Florida are:

Kelly De La Cruz  
2130 E. Edgewood Dr. Suite 1  
Lakeland FL 33803

**Article Three**  
**Name and Address of the Incorporator**

The name and address of the incorporator are:

Kelly De La Cruz  
2331 Chesterfield Circle  
Lakeland, FL 33813

**Article Four**  
**Principal Place of Business**

The principal place of business of the not for profit corporation is:

2130 E. Edgewood Dr. Suite 1  
Lakeland FL 33803

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CLERK OF DISTRICT COURT

## **Article Five**

### **Duration**

The not for profit corporation's period of duration is perpetual.

## **Article Six**

### **Purposes**

The not for profit corporation is organized and will be operated exclusively for general charitable and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code including, for these purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

Notwithstanding the general charitable and educational purposes of not for profit corporation, the not for profit corporation shall make grants, or otherwise accomplish its charitable purposes, as follows:

Mi Escuela Montessori is a nonprofit community organization whose sole purpose is educational and charitable and is to secure and distribute contributions for the benefit of the preschool through middle school students in the charter school it will operate.

## **Article Seven**

### **Dissolution**

Upon the dissolution of the not for profit corporation, the Board of Directors will, after paying or making provision for the payment of all liabilities of the Corporation, distribute all Corporation assets to one or more organizations organized and operated exclusively for charitable and educational purposes that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

If any assets are not distributed as provided in the preceding paragraph, the court of appropriate jurisdiction for the county in which the principal office of the Corporation is then located, will dispose of those assets exclusively for charitable and educational purposes or to one or more organizations that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as the Court shall determine.

## **Article Eight**

### **Restrictions**

No part of the net earnings or assets of the not for profit corporation will inure to the benefit of, or be distributable to, its director, officers or any other private persons. The not for profit corporation may, however, pay reasonable compensation for services rendered and

to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

No part of the activities of the not for profit corporation may include the carrying on of propaganda or be used to influence legislation as defined in Section 4945 of the Internal Revenue Code. The not for profit corporation may not participate in, or intervene in (including the publishing or distributions of statements) in any political campaign on behalf of any candidate for public office.

The not for profit corporation may not exercise any power or engage directly or indirectly in any activity that would invalidate its status as a corporation exempt from federal income taxation:

As a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code.

As a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

As a not for profit corporation organized under the laws of State of Florida.

The not for profit corporation must distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. Furthermore, the not for profit corporation must not:

Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

Make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code.

Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## **Article Nine**

### **Board of Directors**

The not for profit corporation is organized on a non-stock basis and will have no members. The Board of Directors will have authority for all affairs of the not for profit corporation and may exercise all powers of the not for profit corporation as permitted by federal law, state law, the Articles of Incorporation, and the By-Laws of the not for profit corporation as in effect from time to time.

The number of directors to constitute the first Board of Directors is seven. After this initial Board of Directors is organized, it may change the number of director in the manner provided in the By-Laws and consistent with the laws of the State of Florida.

The initial members of the Board of Directors are:

Daniel Medina

Lairice Moore

Jonathan Sierra  
Martin Marmol  
Kelly De La Cruz  
Cathleen Drake Nelson  
Lori Albritton

## **Article Ten By-Laws**

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall adopt, amend and repeal from time to time, the By-Laws of the not for profit corporation.

## **Article Eleven Amendments**

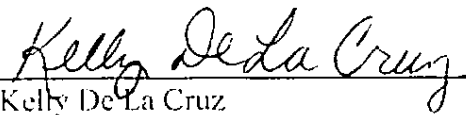
The not for profit corporation may amend the Articles of Incorporation in the manner provided by the laws of the State of Florida. But no amendment may authorize the Board of Directors to conduct the affairs of the not for profit corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code.

The specific purposes of the not for profit corporation as contained in Article Six of the Articles of Incorporation may be amended by the Board of Directors only by majority vote of the director.

## **Article Twelve Miscellaneous**

All general or specific references to the Internal Revenue Code are to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of Florida are to the laws of the State of Florida as now in force or hereafter amended.

**IN WITNESS WHEREOF**, the Amended and Restated Articles of Incorporation are signed on 12/5/, 2018.

  
Kelly De La Cruz

The date of each amendment(s) adoption: December 18, 2018, if other than the date this document was signed.

Effective date if applicable: December 18, 2018  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated December 18, 2018

Signature Melty De la Cruz  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Melty De la Cruz  
(Typed or printed name of person signing)

President  
(Title of person signing)