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~~NON~~  
FLORIDA PROFIT CORPORATION OR P.A.

AMERICAN CENTER FOR INTELLECTUAL DEVELOPMENT CORP.

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FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

AMERICAN CENTER FOR INTELLECTUAL DEVELOPMENT CORP.

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We, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for non-profits.

ARTICLE I

The name of the corporation shall be AMERICAN CENTER FOR INTELLECTUAL DEVELOPMENT CORP.

ARTICLE II

This corporation may engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Its business shall be carried on at Miami-Dade County, and such other points or places in the State of Florida and in the United States and foregoing countries as may from time to time, by authorized by the Board of Directors. Its principal office shall be at:

950 NW 22nd Avenue, Miami, FL 33125

ARTICLE III

The specific purpose of this corporation is for the purpose of higher and/or post secondary education on an international level.

Prepared By: Joseph A. Chambrot, Esq.  
950 NW 22 Avenue  
Miami, FL 33125  
(305) 642-6464  
FEN: 434566

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TALLAHASSEE, FLORIDA

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**ARTICLE IV**

The business of this corporation shall be conducted by a Board of Directors of not less than (3) Directors, the exact number of directors to be fixed by the by-laws of this corporation.

**ARTICLE V**

The names and post office addresses for the first Board of Directors of this Corporation who shall hold office until the organization meeting of this corporation and until their successors are elected and have qualified are:

**Joseph A. Chambrot President/Director  
950 NW 22<sup>nd</sup> Avenue  
Miami, FL 33125**

**Patricia Marcucci -Director  
950 NW 22<sup>nd</sup> Avenue  
Miami, FL 33125**

**Carolyn Garcia-Director  
950 NW 22<sup>nd</sup> Avenue  
Miami, FL 33125**

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TALLAHASSEE, FLORIDA

**ARTICLE VI**

**REGISTERED AGENT**

The name and street address of the Registered Agent to these Articles of Incorporation is:

Joseph A. Chambrot, Esq., 950 NW 22<sup>nd</sup> Avenue, Miami, FL 33125

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
Joseph A. Chambrot, Esq.

## ARTICLE VII

### ADDITIONAL PROVISIONS

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of this corporation shall be inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

In the event of dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in

such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The corporation shall indemnify a director or officer of the corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee and agent, as the case may be, is permissible in the circumstances because the director-, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporations request while a director, officer, employees or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may be for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final deposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee, or agent of the Corporation, whether or not the corporation would have power to indemnify the individuals against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other matter. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

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**ARTICLE VIII**

The provisions of this Charter, and each and every article and section hereof, and the By-laws of this corporation shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association, and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.

  
\_\_\_\_\_  
Joseph A. Chambrot

  
\_\_\_\_\_  
Patricia Marcucci

  
\_\_\_\_\_  
Carolyn Garcia

STATE OF FLORIDA            )  
  ) SS  
COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority personally appeared Joseph A. Chambrot , Patricia Marcucci, and Carolyn Garcia who are personally known to me or who did produce Dr. License as identification and have executed these Articles of Incorporation and acknowledges before me the execution of these Articles of Incorporation and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal in Miami-Dade County, Florida on this 30 day of April, 2002.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



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