

TRANSMITTAL LETTER

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

SUBJECT: Lycee Franco Americain International School, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is 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

ADDITIONAL COPY REQUIRED

FROM:

Timothy Hy

Name (Printed or typed)

5121 Lancelot Ln

Address

Davie, FL 33331

City, State & Zip

(954) 987-2026

Daytime Telephone number

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

FILED S. D. B. H.
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 JUN 23 AM 8:14

ARTICLES OF INCORPORATION
OF THE
LYCEE FRANCO AMERICAIN INTERNATIONAL SCHOOL, INC.

I, undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, do hereby execute these Articles of Incorporation for the purpose of forming a Corporation not-for-profit under the laws of the State of Florida, Section 617.0202, Florida Statutes.

ARTICLE I

Name

The name of the Corporation is **LYCEE FRANCO-AMERICAIN INTERNATIONAL SCHOOL, INC.**

ARTICLE II

Purpose

This Corporation is organized exclusively for charitable, educational and scientific purposes, 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 tax law.

Primary Function

The primary function of the Corporation is to provide a comprehensive academic program designed to help each child reach his or her potential, prepare students to function in a competitive society while fostering the critical thinking skills and encouraging their self-determination.

ARTICLE III:

Term of Existence

The term of existence of this Corporation is perpetual.

ARTICLE IV

Initial Registered Agent

The street address of the initial registered office of this Corporation is Lycée Franco-Américain International School, Inc. c/o 5121 Lancelot Lane, Davie, Florida, 33331, and the name of the registered agent is Timothy Michael Hoy.

ARTICLE V

Incorporators

The numbers of Directors constituting the initial Board of Directors is (8) and the names of and addresses of the persons who are to serve as the initial Directors are:

BOARD OF DIRECTORS

Claudio Merisio, Officer 9200 NW 54 th Street Sunrise, FL 333351	Dario Echeverry, Chairman 4000 Isld. Blvd. Apt 407 Aventura FL, 33160	Cheryl Barker, Secretary 226 Bal Cross Dr. Bal Harbour, FL 33157
---	---	--

Fernand Thony, Officer 16801 NE 14th Ave # 105 N. Miami Beach, FL 33162	Jean Dona Darius, Vice-Chairman 8801 N. Crescent Drive Miramar, FL 33025	Bernard Etheart Jr. 210 174 th St #1406 Sunny Isles Beach, FL 33160
---	--	--

Executive Council

Jacquelyne Hoy, Chancellor 5121 Lancelot Lane Davie, FL 33331	Timothy M. Hoy, Treasurer 5121 Lancelot Lane Davie, FL 33331	Diane Balavoine, Secretary 19270 E. Country Club Dr. Aventura, FL 33180
---	--	---

ARTICLE VI

Election of Directors

The manner of election of the Board of Directors shall be as stated in the bylaws.

ARTICLE VII

By Laws

Section 1: The initial Bylaws of the Corporation shall be adopted by a majority vote of the Board of Directors.

Section 2: The Bylaws may be made, amended or rescinded by a majority vote of the Board of Directors.

ARTICLE VIII

Amendments

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

ARTICLE IX

Negation of Pecuniary Gain

This Corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificates of Stock or declare dividends. No part of its earnings shall inure to the benefit of, or be distributed to, any member trustee, officer or other private persons; provided, however, that this shall not be construed to prohibit the payment by the Corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the corporation in furtherance of its purposes as described in Article II.

ARTICLE X

Prohibition of Certain Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to Directors, Officers, or other private persons, except for services rendered outside of the board members' functions. In such case, a contract of employment or consultancy shall be submitted to the Board of Directors with the job title including the descriptions of such job within the guidelines of Lycée Franco-Américain International School, Inc. hiring process and will be entitled of all benefits as specified in their contract or the employee's handbook. Scholarships and Financial aid to the children of the board directors and officers are accepted providing that they meet the requirements as specified by the Lycée Franco-Américain Scholarship and Financial aid guidelines.

This Corporation shall not devote its activities to attempt to influence legislation in any way, including carrying on propaganda activities. Furthermore, this Corporation shall not participate or intervene in any way political campaign on behalf of any candidate for public office, including but not limited to, publishing or distribution statements regarding such campaigns.

Notwithstanding any provision of these Articles to the contrary, this Corporation is without power to engage in any activity inconsistent with either exemption form taxation under Section 501(c)(3) of the Internal Revenue Code 1986, as amended, or with the requirements of deductibility of contributions to the Corporation under Section 170 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XI

Dissolution

Should the Corporation be dissolved, all remaining assets after the satisfaction of all obligations of the Corporation shall be distributed for purposes within the scope of Internal Revenue Service code, Section 501(c) (3), applicable State of Florida statutes pertaining to corporate dissolution, or amendments thereof, to Lycée Franco-Américain International School, Inc. if in existence and if not, to such other non-profit organization(s).

ARTICLE XII

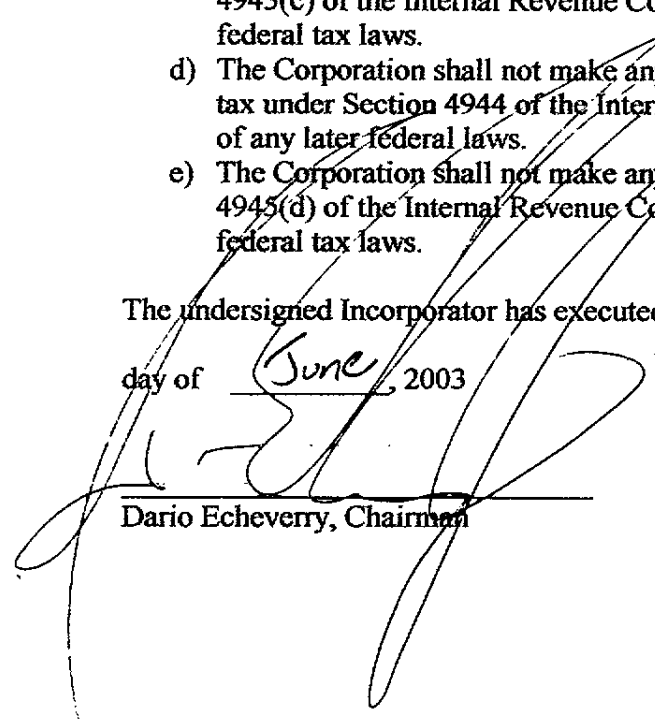
Federal Income Tax

This Corporation shall, in order to satisfy the requirements of Section 501 (c) (3), comply with all the following:


- a) The Corporation shall distribute its income for each tax year as such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.
- b) The Corporation shall not engage in any act of the self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.
- c) The Corporation shall not retain any access business holding as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.
- d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal laws.
- e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

The undersigned Incorporator has executed these Articles of Incorporation this 20th

day of June, 2003



Dario Echeverry, Chairman



Timothy Hoy, Secretary
Registered Agent

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 JUN 23 AM 8:14