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Hurwit & Associates

Legal counsel for philanthropy and the nonprofit sector

www.hurwitassociates.com

1150 Walnut Street
Newton, Massachusetts 02461
Tel (617) 630-6900
Fax (617) 928-3441
Email: info@hurwitassociates.com

April 25, 2005

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

Re: University College of the Caribbean Foundation – U.S., Inc.
Articles of Incorporation

Dear Sir or Madam:

Enclosed please find the following submitted on behalf of the above-named organization:

1. Two copies of the Articles of Incorporation with the Transmittal Letter.
2. Filing Fee in the amount of \$78.75 with an additional copy of the Articles of Incorporation to obtain a Certified Copy. Please return the Certified Copy to our address in the self-addressed, stamped envelope provided.

Should you have any questions about any of the above, please do not hesitate to contact me.

Sincerely,



Jeffrey M. Hurwit

JMH:dh

Enclosures

Cc: Winston Adams
Trish Steger

TRANSMITTAL LETTER

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

SUBJECT: University College of the Caribbean Foundation - U.S., 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: Jeffrey M. Hurwit
Name (Printed or typed)

1150 Walnut Street
Address

Newton, MA 02461
City, State & Zip

(617) 630-6900
Daytime Telephone number

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

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

University College of the Caribbean Foundation - U.S., Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8936 W. Flagler Street
Building 27, Unit 214
Miami, FL 33174

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Please see attached.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

As set forth in the bylaws.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Please see attached.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Winston Adams
8936 W. Flagler Street
Building 27, Unit 214
Miami, FL 33174


ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Jeffrey M. Hurwit, Hurwit & Associates
1150 Walnut Street
Newton, MA 02461

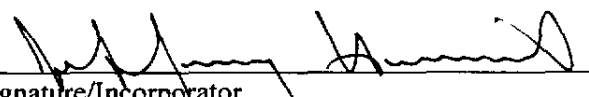
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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

February 28, 2005
Date



Signature/Incorporator

April 22, 2005
Date

University College of the Caribbean Foundation – U.S., Inc.
Articles of Incorporation
Article III: Purpose – Page 1 of 2

The foundation is organized for charitable and educational purposes, including, for such purposes and without limitation, the making of distributions under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent tax laws. The primary objectives of the foundation shall be to facilitate the future growth and expansion of the University College of the Caribbean (UCC) through the research, development, and acquisition of local and international philanthropic investments; to attain such investments for the benefit of UCC programs and services; and to build enduring partnerships and community relationships on the basis of shared commitment to UCC. The foundation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a nonprofit foundation formed under the laws of Florida and which are not inconsistent with the foundation's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

No part of the net earnings of the foundation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the foundation. No substantial part of the activities of the foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the foundation shall not carry on any other activities not permitted to be carried on (a) by a foundation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a foundation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

In the event of dissolution of the foundation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the foundation, dispose of all the assets of the foundation exclusively for the purposes of the foundation, as the board of directors shall determine, in such manner as required by section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the statutes of the State of Florida.

No officer or director of the foundation shall be personally liable to the foundation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the

University College of the Caribbean Foundation – U.S., Inc.
Articles of Incorporation
Article III: Purpose – Page 2 of 2

extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the foundation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

The foundation may, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the foundation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the foundation; and further provided that any compromise or settlement payment shall be approved by the foundation.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an officer or director entitled to indemnification hereunder. The right of indemnification under this provision shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This provision constitutes a contract between the foundation and the indemnified officers and directors. No amendment or repeal of this provision which adversely affects the right of an indemnified officer or director shall apply to such officer or director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

University College of the Caribbean Foundation – U.S., Inc.
Articles of Incorporation
Article V: Initial Directors and Officers - Page 1 of 2

Officers:

Dr. Henley Morgan, Chairman
85 West Road, Trench Town
Kingston 12
Jamaica, W.I.

Chad Cunningham, Vice-Chairman
Seymour Park, Suite 8a
2 Seymour Avenue
Kingston 10
Jamaica, W.I.

Wesley Barrett, Secretary
1 Lilley Drive
PO Box 866, Santa Cruz PO
St. Elizabeth
Jamaica, W.I.

David Wan, Treasurer
52-60 Grenada Crescent,
Kingston 5
Jamaica, W.I.

Trish Steger, Executive Director serving Ex-Officio
25 Bridgemount Heights
Kingston 8
Jamaica, W.I.

Directors:

Mrs. Geraldine Adams
(UCC CFO serving Ex-Officio)
34 Old Hope Road
Kingston 5
Jamaica, W.I.

Wesley Barrett
1 Lilley Drive
PO Box 866, Santa Cruz PO
St. Elizabeth
Jamaica, W.I.

Winston Adams
8936 W Flagler Street
Building 27, Unit 214
Miami, FL 33174

Chad Cunningham
Seymour Park, Suite 8a
2 Seymour Avenue
Kingston 10
Jamaica, W.I.

University College of the Caribbean Foundation – U.S., Inc.
Articles of Incorporation
Article V: Initial Directors and Officers - Page 2 of 2

Dr. Velma Hamilton-Brown
17 Seaview Avenue
Kingston
Jamaica, W.I.

Dr. Henley Morgan
85 West Road, Trench Town
Kingston 12
Jamaica, W.I.

Dr. Narcisa A. Polonio
1233 20th Street, NW, Suite 605
Washington, DC 20036

Michael D. Schectman
PO Box 1514
Helena, MT 59624

Dr. Brian Smith
1004 Ervin Street
St. Augustine, FL 32086

Trish Steger
25 Bridgemount Heights
Kingston 8
Jamaica, W.I.

Dr. Frank Trocki
(UCC President & CEO serving Ex-Officio)
40-42 Sandhurst Crescent
Kingston 6
Jamaica W.I.

David Wan
52-60 Grenada Crescent,
Kingston 5
Jamaica W.I.