

To: FL Dept of State
Subject: 002095.129143
Division of Corporations

From: Katie Wonsch

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Florida Department of State
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**FLORIDA PROFIT/NON PROFIT CORPORATION
EARLY LEARNING CHILDREN'S FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
ARTICLES OF INCORPORATION
OF
EARLY LEARNING CHILDREN'S FOUNDATION, INC.
(a Florida not-for-profit corporation)

ARTICLE I - NAME AND ADDRESS OF PRINCIPAL OFFICE

The name of the corporation shall be Early Learning Children's Foundation, Inc. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is c/o Tew Cardenas LLP, 1441 Brickell Avenue, 15th Floor, Miami, Florida 33131.

ARTICLE II - AUTHORITY

The Corporation is organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes (the "Act").

ARTICLE III - PURPOSE

The Corporation is formed exclusively for charitable, educational and scientific purposes, as defined and limited by Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") (or the corresponding provision of any future federal tax law), to act as a supporting organization, within the meaning of Section 509(a)(3) of the Code, for the benefit of Early Learning Coalition of Miami-Dade/Monroe, Inc., a Florida not-for-profit corporation (the "Supported Organization"), and to operate exclusively to benefit the Supported Organization and the public. As of the date of filing of these Articles of Incorporation, the Supported Organization has been determined by the United States Internal Revenue Service to be exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

This general purpose shall be advanced through activities including without limitation the following:

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(i) to fundraise and provide financial support for the programs and operations of the Supported Organization;

(ii) to acquire by gift, purchase or otherwise real or personal property of all kinds, without limitation as to amount or value, and the rights to property, and to use such property and rights in such a manner as the Board of Directors of the Corporation deems appropriate to carry out the purposes set forth herein and subject to the limitations set forth herein;

(iii) to educate donors and the general public regarding the programs and accomplishments of the Supported Organization; and

(vi) to engage in other activities directly or indirectly related to, or which may assist in the accomplishment of, such purposes.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations including, but without limitation thereon, to receive gifts, devises, bequests, and contributions in any form, and to use, apply, invest and reinvest the principle or income therefrom or distribute the same for the above purposes.

Notwithstanding any other provisions herein, the Corporation shall not carry on any activities not permitted to be carried on by an organization described in Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax law).

ARTICLE IV — MEMBERS

1. The sole member of this Corporation is and shall be the Supported Organization, acting through its President. The acts and instructions of the President of the Supported Organization, in the name of and on behalf of the Supported Organization, shall be deemed

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conclusively by the Corporation to be the acts and instructions of the Supported Organization as the sole member of the Corporation.

2. In the event that the recognition of the Supported Organization as exempt from federal income tax under Section 501(a) of the Code (or the corresponding provision of any future federal tax law) as an organization described in Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax law) is suspended or revoked, or the Supported Organization is dissolved, no successor member shall be named and the Corporation shall file for corporate dissolution under the Act and comply with Article XIII hereof.

3. The sole member of the Corporation shall have no direct right, title, or interest whatsoever in the income, property, or assets of the Corporation, and no portion of such income, property or assets shall be distributed to the sole member on the dissolution or winding-up of the Corporation except pursuant to the express provisions of Article XIII hereof. The sole member of the Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation, nor shall it be subject to any assessments.

4. The provisions of the foregoing Paragraph 3 of this Article IV shall in no way be deemed or construed as prohibiting or limiting the Corporation's provision of financial or other support to the sole member of the Corporation as the Supported Organization of the Corporation.

ARTICLE V - OFFICERS

1. The officers of the Corporation shall be a President, Secretary, Treasurer and such other officer(s) as may be provided in the Bylaws. Any individual may hold more than one office.

2. The officers shall be elected by the Board of Directors and hold office as provided in the Bylaws.

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ARTICLE VI - INCORPORATOR

The name and address of the sole incorporator of the Corporation are as follows:

David da Silva Cornell, Esq.
Tew Cardenas LLP
1441 Brickell Avenue, 15th Floor
Miami, Florida 33131

ARTICLE VII - BOARD OF DIRECTORS

1. The number of directors of the Corporation shall be a minimum of three (3) and a maximum of thirty (30), which number may be increased or decreased from time to time, by amendment to, or in the manner provided in, the Bylaws, but shall never be less than three (3).

2. Members of the Board of Directors shall be appointed by, and shall be subject to removal by, the sole member of the Corporation, and they shall otherwise hold office in accordance with the Bylaws.

3. The names and addresses of the initial members of the Board of Directors are as follows:

Steven D. Hayworth
Gibraltar Private Bank & Trust
220 Alhambra Circle, 5th Floor
Coral Gables, Florida 33134

Dr. Nora Hernandez Hendrix
Miami Dade College
11380 NW 27th Avenue
Miami, FL 33167-3418

Yesenia Perkins
Early Learning Coalition of Miami-Dade/Monroe, Inc.
2555 Ponce de Leon Blvd., 5th Floor
Coral Gables, Florida 33134

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ARTICLE VIII - BYLAWS

1. The Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as it deems necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States of America.

2. Upon proper notice, the Bylaws may be amended, altered or rescinded as provided by the Bylaws.

ARTICLE IX - AMENDMENTS

1. These Articles of Incorporation may be amended by the written consent of the sole member of the Corporation in lieu of a special meeting of the membership called for that purpose.

ARTICLE X - REGISTERED AGENT

1. The name and address of the corporation's registered agent in the State of Florida, whose consent to appointment as registered agent accompanies these Articles of Incorporation, is:

David da Silva Cornell, Esq.
Tew Cardenas LLP
1441 Brickell Avenue, 15th Floor
Miami, Florida 33131

ARTICLE XI - TAX-EXEMPT STATUS

1. No part of the net earnings or property of the Corporation shall inure to the benefit of or be distributed to, any director or officer of the Corporation, or any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and disbursements in furtherance of the purposes set forth in Article III hereof. The Corporation shall not have the power to declare dividends.

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2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(a) of the Code (or the corresponding provision of any future federal tax law) as an organization described in Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax law), or (b) by a corporation, contributions to which are deductible under Section 170(a) of the Code as an organization described in Section 170(c)(2) of the Code (or the corresponding provision of any future federal tax law).

3. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE XII - MEETINGS

1. The annual meeting of the Board of Directors shall be held as provided in the Bylaws.

2. The Corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

ARTICLE XIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

1. Upon the termination, dissolution or final liquidation of the Corporation in any manner and for any reason, the Board of Directors shall first pay or provide for the payment of all liabilities of the Corporation; all remaining assets shall be distributed to the Supported

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Organization, provided that the Supported Organization is at that time recognized as exempt from federal income tax under Section 501(a) of the Code (or the corresponding provision of any future federal tax law) as an organization described in Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax law).

2. Otherwise, the remaining assets shall be distributed to one or more other organizations for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax law), or shall be distributed to the federal government, or to a state or local government, for a public purpose.

3. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such exempt purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax law).

4. In making distribution of assets pursuant to this Article XIII and other than to the Supported Organization, the Board of Directors shall, to the extent permitted by law, give preference in the disposition of such assets to one or more organizations which have purposes similar to those of the Supported Organization and which operate in Miami-Dade County and/or Monroe County, so long as each such organization is organized and operated exclusively for such purposes and qualifies as exempt from federal income tax under Section 501(a) of the Code (or the corresponding provision of any future federal tax law) as an organization described in Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax law).

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ARTICLE XIV - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of EARLY LEARNING CHILDREN'S FOUNDATION, INC., this 21st day of July 2010.

**EARLY LEARNING CHILDREN'S
FOUNDATION, INC.**

By: _____

David da Silva Cornell
Incorporator

To: FL Dept. of State
Subject: 002095.129143

From: Katie Wonsch

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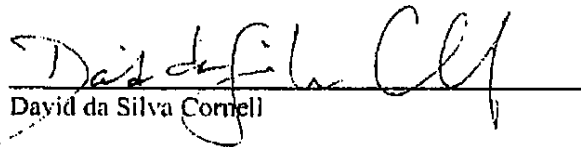
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT OF REGISTERED AGENT
OF
EARLY LEARNING CHILDREN'S FOUNDATION, INC.

The undersigned, DAVID da SILVA CORNELL, whose business address is c/o Tew Cardenas LLP, 1441 Brickell Avenue, 15th Floor, Miami, Florida 33131, hereby accepts appointment as the initial registered agent of EARLY LEARNING CHILDREN'S FOUNDATION, INC., a Florida not-for-profit corporation, and accepts the obligations provided for in Section 617.0501, Florida Statutes.


David da Silva Cornell

Date: July 21, 2010