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FLORIDA NON-PROFIT CORPORATION

Atelier St. Joseph Children & Family Learning Center, Corp.

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ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be Atelier St. Joseph Children & Family Learning Center, Corp.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be Atelier St. Joseph Children & Family Learning Center, Corp., One Southeast Third Avenue, 28th Floor, Miami, Florida 33131.

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ARTICLE III

PURPOSE

1. The corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

2. The specific purpose of the corporation is to support and promote educational activities for children and families within the Haitian community of Miami.

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS

The affairs and business of the corporation shall be conducted by a Board of Directors or through its duly elected executive committee. The Board shall consist of not less than 3 persons. The members of the Board shall be elected annually by the existing directors.

The initial Board of Directors and their addresses shall be:

<u>Name</u>	<u>Address</u>
Charles Vodicka	9500 South Dadeland Boulevard, 2nd Floor Miami, Florida 33156
Kara L. MacCullough	One Southeast Third Avenue, 28th Floor Miami, Florida 33131
Evelyn Hall	445 Northwest 88th Terrace Miami, Florida 33150

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In the event of a vacancy on the Board of Directors by reason of death, resignation or removal, the replacement Director shall be elected in accordance with the By-Laws.

ARTICLE V

LIMITATION OF CORPORATE POWER

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes, and are limited as follows:

1. No part of the net earnings of the corporation shall inure to the benefit of any member, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the corporation's charitable purposes as herein defined), and no member, director, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
2. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except to the extent permitted by the Code and directly related to the corporation's charitable purposes.
3. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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4. Notwithstanding any other provisions of the certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization except under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Sections 170(a), 2522(a) or 2055(a) of the Code.

ARTICLE VI

DISSOLUTION

Upon dissolution of the corporation, the Board of Directors of the corporation shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all residual assets of the corporation to one or more organizations which themselves are described in Sections 501(c)(3) and 170(c)(2) of the Code, or to the federal, state or local government for exclusive public purposes. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable purposes, or such organization or organizations organized and operated exclusively for such charitable purposes, as set court shall determine.

ARTICLE VII

INITIAL REGISTERED AGENT

AND STREET ADDRESS

The name and address of the initial registered agent is Kara L. MacCullough, One Southeast Third Avenue, 28th Floor, Miami, Florida 33131.


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ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator for these Articles of Incorporation is Esther L. Moreno, One Southeast Third Avenue, 28th Floor, Miami, Florida 33131.

The undersigned Incorporator has executed these Articles of Incorporation this 23rd day of June, 2000.


Esther L. Moreno

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Kara L. MacCullough
Kara L. MacCullough

6/23/00
Date

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