

1000000006865

TRANSMITTAL LETTER

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

000003424690--0
-10/13/00-01074--025
*****36.25 *****87.50

SUBJECT: International Child and Adult Resources and Education AIDS Foundation, Inc.

Enclosed are two (2) originals and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$87.50
Filing Fee &
Certified Copy
& Certificate

☒ \$96.25
Filing Fee &
Two (2) Certified
Copies &
Certificate

ADDITIONAL COPY REQUIRED

FROM: DEBORAH L. ROGERS

P.O. Box 58996

New Orleans, Louisiana 79158

(877) 877-4274

FILED
00 OCT 13 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-16
W

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL CHILD AND ADULT RESOURCES AND EDUCATION
AIDS FOUNDATION**

In Compliance with Chapter 617, F.L., (Not for Profit)

FILED
00 OCT 13 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be International Child and Adult Resources and Education AIDS Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principle place of business of this corporation shall be 1441 9th Street South, St. Petersburg, Florida 33705, with such other place of business as may be determined and fixed by the Board of Directors from time to time. The mailing address of the business is 1441 9th Street South, St. Petersburg, Florida 33705.

ARTICLE III PURPOSE

The purpose for which the corporation is organized for charitable, religious, educational, and scientific purposes including the making of financial distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. In particular the distributions will be made for the following purposes:

- (a) Design and construction of schooling facilities for children and adults with HIV/AIDS. The facilities will be placed near primary medical centers worldwide that deal with the care and treatment of AIDS patients (e.g., University of California, Los Angeles Medical Center, Tygerbur Hospital in Capetown Africa, Yangon General Hospital in Burma). The facilities will provide daycare, pre-school, K-12 and adult education programs. A staff of nurses, caretakers (mostly volunteer), and qualified teachers will provide for the children's well being, education, and socialization. Relocation help in the way of job placement and moving through the volunteer help of third party agencies (e.g., National AIDS Fund job placement, state WIA programs, recruiting firms, staffing companies, moving companies, etc.) will be given to qualified families who must or want to move to attend the schooling facilities.
- (b) Construction or reconstruction of buildings to provide living facilities adjacent to the schooling facilities for families whose children are attending the school, and/or adults with HIV/AIDS that are going through an adult education program and/or training and education through the state's WIA program in which the schooling and living facilities are located.
- (c) Contributions to state's program(s) that fall under the Department of Labor's *Future Work* program (state WIA programs) in which the schooling and living facilities are located.

- (d) Formation of partnerships and contributions to qualified 501(c)(3) national and international adoption agencies such as the *Americans for African Adoption Agency*, and *Hand in Hand*.

ARTICLE IV NET EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the 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 Article Third hereof. 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 any political campaign on behalf of or in opposition to any candidate for public office (including the publishing or distribution of statements). Notwithstanding any other provision of these articles, this 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 this corporation.

ARTICLE V DISSOLUTION OF THE CORPORATION

Upon the dissolution of the corporation, assets shall be distributed to the State of Florida's WIA program as follows.

Ms. Lois A. Scott
Director of Jobs and Benefits
Department of Labor and Employment Security
1320 Executive Center Drive
Room 300 Atkins Building
Tallahassee, Florida 32399-0667
Phone: (850) 488-7225
Fax: (805) 487-1753
E-mail: lois_scott@jb.fdles.state.fl.us

ARTICLE VI POWERS

This corporation shall have all powers conferred by the laws of the State of Florida upon corporations.

ARTICLE VII VOTING RIGHTS

Each company, corporation, or foundation represented at the Board of Directors will have one (1) vote regardless of the number of individuals representing the company, corporation, or foundation attending the meeting either in person or by proxy.

ARTICLE VIII INITIAL REGISTERED OFFICER AND AGENT

The name and street address of the initial registered agent of this corporation shall be Susan J. White, 1441 9th Street South, St. Petersburg, Florida 33705.

ARTICLE IX DIRECTORS

This corporation shall initially have three (4) directors. The number of directors may be increased or decreased from time to time by the members of the board of directors, provided that the corporation shall always have at least one director.

ARTICLE X OFFICERS/FOUNDER

The names and post office addresses of the Founder/Officers of the corporation, who, subject to the provisions of the Bylaws and the laws of the State of Florida, shall hold office for the first three years of the corporation's existence, or until their successors are elected and qualified, are as follows with the exception of the Founder who shall remain as Chairman and CEO until resignation or death:

<u>Office</u>	<u>Name and Post Office Address</u>
FOUNDER/CEO	DEBORAH L. ROGERS, Ph.D. 9773 Sago Point Drive Largo, Florida 33777
CHIEF TECHNICAL OFFICER	JOHN B. ISETT, Ph.D. 9773 Sago Point Drive Largo, Florida 33777

ARTICLE XI INITIAL DIRECTORS

The name and street address of the initial Directors of this corporation, who, subject to the provisions of the Bylaws and laws of the State of Florida, shall hold office for the first three (3) years of the corporation's existence, or until his/her successor(s) is/are elected and qualified are with the exception of the Founder who shall remain as Chairman and CEO until resignation or death:

<u>Director</u>	<u>Name and Post Office Address</u>
FOUNDER/CHAIRMAN	DEBORAH L. ROGERS, Ph.D. P.O. Box 58996 New Orleans, Louisiana 70158
VICE CHAIRMAN	ROSA EDWARDS, ESQ. 7231 Arbor Drive New Orleans, Louisiana 70126
VICE PRESIDENT	JOHN B. ISETT, Ph.D. P.O. Box 58996 New Orleans, Louisiana 70158
SECRETARY	SUSAN J. WHITE 1441 9 TH Street South St. Petersburg, Florida 33705

ARTICLE XII TRANSACTIONS WITH CORPORATIONS

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in, any other corporation, or is a director or officer of any other corporation. Any director or officer individually, or any firm of which any director or officer may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director or officer of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he/she were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE XIII BYLAWS

- (a) The power to adopt bylaws for this corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the Board of Directors of this corporation.
- (b) The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporations, provided the same are not inconsistent with the provisions of the State of Florida or of the United States.

ARTICLE XIV AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the Board of Directors of this corporation.

ARTICLE XV TERM OF EXISTENCE AND FISCAL YEAR

This corporation shall begin existence on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida, and shall have perpetual existence thereafter. This corporation shall have a fiscal year beginning January 1 and ending December 31 of each year.

ARTICLE XVI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

SUSAN J. WHITE
1441 9th Street South
St. Petersburg, Florida 33705

FILED
00 OCT 13 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XVII INCORPORATOR

The name and post office address of the Incorporator is:

DEBORAH L. ROGERS, Ph.D.
P.O. Box 58996
New Orleans, Louisiana 70158

ARTICLE XVIII INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of September, 2000.


Deborah L. Rogers, Ph.D.

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.

Susan J. White
Signature/Registered Agent

08-01-2000
Date