

NO1000004268

May 20, 2001

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

Ref: 4 My Students, Inc.

Administrators of the Division of Corporations::

900004367869--8
-06/06/01--01074--016
*****78.75 *****78.75

I am enclosing an original, executed set of Articles of Incorporation of "4 My Students, Inc.", as well as two duplicate sets of the Articles, along with a check for \$ 78.75, in order to register this company with you.

The company will seek not-for profit status (recognition for exemption) under the 501 (C) 3 guidelines of the Tax Code., and is sending a 1023 form applying for recognition to the Internal Revenue Service within the next few days.

The primary business location of 4 My Students, Inc. will be Miami-Dade County, and as such we are seeking to incorporate under the laws of the State of Florida.

Looking forward to receiving your prompt return to our request for codification, at 10555 SW 103rd Street, Miami, FL. 33176, I remain,

Sincerely,

Martha R. Bueso

Martha R. Bueso
Secretary/ Treasurer
4 My Students, Inc.
10555 S.W. 103rd Street
Miami, FL.33176

611

W01-13342

FILED
2001 JUN 19 AM 9:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

6/19/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED

2001 JUN 19 AM 9:10

SECRETARY OF STATE
TALLAHASSEE FLORIDA

June 11, 2001

MARTHA R. BUESO
10555 S.W. 103RD STREET
MIAMI, FL 33176

SUBJECT: 4 MY STUDENTS, INC.
Ref. Number: W01000013342

We have received your document for 4 MY STUDENTS, INC.. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 001A00035856

FILED

2001 JUN 19 AM 9:10

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Incorporation

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

Article I. Name

The name of the corporation shall be: "4 MY Students", Inc.

Article II. Principal Office

The principal place of business and mailing address of 4 My Students, Inc. shall be:

C/O Lara Bueso, 10555 S.W. 103 Street, Miami, FL. 33176.

Article III. Purpose

The specific purposes for which the corporation is organized are the following:

- A) To assist elementary school teachers in the Miami-Dade Public School System by providing supplies, didactic materials, and other sundry related and necessary tools so as to increase their ability to teach.
- B) To provide, within the scope of 4 My Students, Inc. 's capabilities supplies that schoolteachers can not buy because of budgetary cutbacks.
- C) To fund raise and accept contributions to 4 My Students, Inc so as to distribute these products and services received to elementary school teachers.
- D) To solicit the business and civic community for contributions to 4 My Students in order to accept donations so as to distribute them to elementary school teachers.
- E) To function as an additional source of supplies and needed school material for elementary school teachers use specifically to further the educational needs of students enrolled in elementary schools in Miami-Dade public schools.
- F) To participate in any and all lawful activities that may be authorized in the future by the Board of Directors for charitable, religious, 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 the corresponding section of any future federal tax code.

Article IV. Restrictions

The activities of the corporation are restricted as follows:

No part of the net earnings of the corporations 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 III.

4 My Students- Articles of Incorporation

No part of the activities of the corporation shall be dedicated to the dissemination of propaganda intended to affect legislation, or otherwise participate in activities calculated to influence legislation.

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 political 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 by a corporation exempt from federal income tax under section 501 (C) 3 of the Internal Revenue Code, or the corresponding section of any future tax code.

Article V. Members

The corporation shall have no capital stock and shall be organized on a membership basis. The terms of admission to membership and the duration of said shall be controlled by the members themselves in such a manner as they shall be directed in the by-laws of this corporation.

Article VI. Directors and Officers

The affairs of the corporation shall be managed and governed by a Board of Directors, composed of no less than three (3), nor more than the number specified in the by-laws. The Directors, subsequent to the first Board of Director's meeting, shall be elected at the annual meeting of the membership, for a term of one (1) year, or until their successors shall be elected and shall qualify. Provisions for such elections, and provisions respecting the removal, disqualification, or resignation of Directors, and for filling vacancies on the directorate, shall be established by the by-laws.

The principal officers of the corporation will be the President, the Vice-President, The Secretary and the Treasurer and each shall exercise such powers and duties as granted them by the Board of Directors. Each principal officer shall hold a seat on the Board of Directors by virtue of his or her office. The principal officers, subsequent to first principal officers, shall be elected at the annual meeting of the membership, for a term of one (1) year, or until their successors shall be elected and shall qualify. Provisions for such elections, and provisions respecting the removal, disqualification, or resignation of Directors, and for filling vacancies on the directorate, shall be established by the by-laws

Except as otherwise stipulated by law, a volunteer director or officer of the corporation shall not be personally liable to the corporation or to its members for monetary damages for a breach of the director's or officer's fiduciary duty.

The corporation assumes al liability to any person other than the corporation or its members for all acts or omissions of a volunteer director or any officer incurred in good faith performance of their duty as a director or officer occurring on or after the date of incorporation.

Article VII. Duration

The corporation shall exist into perpetuity.

4 My Students- Articles of Incorporation

Article VIII. Dissolution

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purpose within the meaning of Section 501 (C) 3 of the Internal Revenue Code, or the corresponding section of any future federal tax code. Alternatively, upon dissolution [as outlined in the prior sentence] assets shall be distributed to the federal, state or local government, for a public purpose. Any such asset 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. The aforementioned distribution would be conducted exclusively for such purposes or to such organization, or organizations as said Court shall determine, which are organized and operated exclusively for kindred purposes.

Article IX. Initialed Registered Agent

The initial registered agent's name and address is:

Robert E. Bueso, 10555 S.W. 103 Street, Miami, FL. 33176

Article X. Incorporator

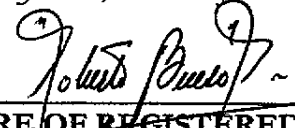
The name and address of the initial incorporator to these Articles of Incorporation is:

Martha R. Bueso; 10555 S.W. 103 Street, Miami, FL 33176


SIGNATURE OF INCORPORATOR

6-14-01
Date

Having been named as registered agent and to accept service of process for the above- mentioned 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 the obligations of my position as registered agent.


SIGNATURE OF REGISTERED AGENT

06/14/01
Date

FILED
2001 JUN 19 AM 9:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA