

ND1000005500
THE LAW OFFICE OF
HICKEY & HICKEY, P.A.

1570 MADRUGA AVENUE
SUITE 209
CORAL GABLES, FLORIDA 33146-3012

TELEPHONE 305-661-8000
FACSIMILE 305-661-8981

July 12, 2001

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: *CHARTER*
Excelsior, Inc.

100004484501--3
-07/18/01--01058--005
*****78.75 *****78.75

Dear Sirs and Madames:

Pursuant to the above referenced matter, enclosed please find the signed original and one copy of the Articles of Incorporation for the above referenced Not for Profit Corporation. Please file the original and return a stamped copy to my office.

Additionally, we have enclosed a check in the amount of \$78.75 for the cost of filing said Articles of Incorporation and having a Certificate issued.

Please process this at your earliest convenience.

Thank you in advance for your assistance in this matter. Should you need anything further to process and expedite this request, please do not hesitate to contact us as soon as possible.

Sincerely,

Michelle Medina

Michelle Medina
Law Clerk for
HAROLD V. HICKEY

/mm

enclosures

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WOT-16701
PS
5/19/01
8/3/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 19, 2001

HICKEY & HICKEY, P.A.
ATTN: MICHELLE MEDINA
1570 MADRUGA AVE, SUITE 209
CORAL GABLES, FL 33146-3012

SUBJECT: EXCELSIOR INC.
Ref. Number: W01000016701

We have received your document for EXCELSIOR INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 245-6915.

Pamela Smith
Document Specialist
New Filings Section

Letter Number: 101A00042428

THE LAW OFFICE OF
HICKEY & HICKEY, P.A.

1570 MADRUGA AVENUE
SUITE 209
CORAL GABLES, FLORIDA 33146-3012

TELEPHONE 305-661-8000
FACSIMILE 305-661-8981

August 1, 2001

VIA FEDERAL EXPRESS

Pamela Smith
c/o Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Excelsior Charter, Inc.
Letter No.: 101A00042428

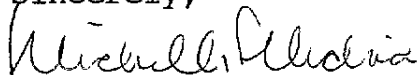
Dear Ms. Smith:

Pursuant to the instructions in your letter dated July 19, 2001, enclosed please find the signed original and one copy of the Articles of Incorporation for the above referenced Not for Profit Corporation. Please file the original and return a stamped copy to this office.

Please process this at your earliest convenience.

Thank you in advance for your assistance in this matter. Should you need anything further to process and expedite this request, please do not hesitate to contact us at the telephone number listed above.

Sincerely,



Michelle Medina
Law Clerk for
HAROLD V. HICKEY

/mm

enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EXCELSIOR CHARTER, INC.

The undersigned, with other persons being desirous of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, agree to the following:

ARTICLE I - NAME

The name of the corporation is EXCELSIOR CHARTER, INC.

ARTICLE II - ADDRESS

The address of the principal office is 1226 Cordova Street, Coral Gables, Florida, 33134.

ARTICLE III - PURPOSE

This corporation is organized exclusively for charitable, educational and other purposes within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Internal Revenue Code").

ARTICLE IV - LIMITATIONS ON ACTIVITIES

Section 4.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any director, trustee or officer of the corporation or any member of the corporation or any other 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 no director or officer of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate to public office.

Section 4.2 The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4952 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 4.3 The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 4.4 The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 4.5 The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 4.6 The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 4.7 Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried: (i) by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended; or (ii) by an organization, contributions to which are deductible under Sections 170(b)(1)(A), 170(c)(2), 2055(a) and 2522(a) of the Internal Revenue Code and said regulations as they now exist or as they may hereafter be amended.

Section 4.8 Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for the purposes or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes.

ARTICLE V - MEMBERS

Section 5.1 **Qualification:** The only members of the corporation shall be those persons who from time to time are elected to serve as members of the Board of Directors of the corporation in accordance with the terms and provisions of Article VIII of these Articles of Incorporation. However, the Board of Directors, by a majority vote at any meeting, may confer lifetime honorary, non-voting memberships to those persons who, in the judgment of the Board of Directors, have demonstrated an extraordinary interest in the corporation and its objectives and purposes.

Section 5.2 **Termination:** The membership of any member shall be terminated at such time as the person shall cease to be a member of the Board of Directors of the corporation.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII - INCORPORATORS

The name and address of the incorporators is as follows:

<u>Name</u>	<u>Address</u>
Elena M. Williford	1226 Cordova Street Coral Gables, Florida 33134

ARTICLE VIII - BOARD OF DIRECTORS

Section 8.1 The business affairs of this corporation shall be managed by the Board of Directors. Members of the Board of Directors shall be elected and hold office as provided in the Bylaws and shall serve until their successors are chosen and qualify.

Section 8.2 The Board of Directors of this corporation shall consist of not less than three (3) persons. The number of Directors may be changed from time to time as provided, but their number may never be less than three (3).

Section 8.3 The name and address of the initial Board of Directors who are to serve as Directors until the election or appointment of their successors are as follows:

<u>Name</u>	<u>Address</u>
Bryna Ram	5851 SW 94 th Street Miami, Florida 33156
Alicia Rodriguez-Bower	5601 SW 116 th Court, Unit 406 Miami, Florida 33173
Edith Valdes	5417 SW 91 st Avenue Miami, Florida 33165
Elena M. Williford	1226 Cordova Street Coral Gables, Florida 33134

ARTICLE IX - BYLAWS

The initial Board of Directors shall adopt Bylaws for the corporation at the organizational meeting of the corporation after the approval of these Articles of Incorporation by the Secretary of State. The power to adopt, amend or repeal Bylaws of the corporation shall be vested in the Board of Directors as provided in the Bylaws.

ARTICLE X - AMENDMENTS

The Articles of Incorporation may be amended by the Board of Directors. Such amendments shall be proposed and adopted in the manner provided in the Bylaws of the corporation.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1226 Cordova Street, Coral Gables, Florida, 33134, and the name of the initial registered agent of this corporation is ELENA M. WILLIFORD.

ARTICLE XII - CONDUCT OF AFFAIRS

The conduct of the affairs of the corporation shall be limited by the various provisions of the Bylaws, including but limited to, provisions creating, dividing, limiting and regulating the powers of the corporation, the Directors and members.

IN WITNESS WHEREOF, for the purpose of forming a corporation not-for-profit under the provisions of Chapter 617 of the Florida Statutes, the undersigned constituting the Incorporator of this corporation, has executed these Articles of Incorporation this 1st day of August, 2001.


ELENA M. WILLIFORD
Incorporator

STATE OF FLORIDA)
)ss
COUNTY OF MIAMI-DADE)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing Articles of Incorporation of, a not-for-profit corporation, pages 1- 5 was acknowledged before this 1st day of August, 2001, by ELENA M. WILLIFORD, as Incorporator of EXCELSIOR CHARTER, INC., and who is personally known by me and/or has produced _____ as identification.



Harold V. Hickey
NOTARY PUBLIC STATE OF FLORIDA
Commission # DD 010625
Expires May 29, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

NOTARY NAME

COMMISSION EXPIRATION DATE

ACCEPTANCE

I hereby accept to act as Initial Registered Agent for EXCELSIOR CHARTER, INC. , as stated in these Articles of Incorporation.

Dated: August 1, 2001

Elena M. Williford
ELENA M. WILLIFORD
Registered Agent