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FLORIDA NON-PROFIT CORPORATION
COUNCIL FOR EDUCATIONAL CHANGE, INC.

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**ARTICLES OF INCORPORATION
OF
COUNCIL FOR EDUCATIONAL CHANGE, INC.**

The undersigned, acting as the Incorporator of the Council for Educational Change, Inc., under Chapter 617 of the Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986,¹ submits the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation ("Corporation") shall be:

COUNCIL FOR EDUCATIONAL CHANGE, INC.

**ARTICLE II
INITIAL PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The initial principal place of business and mailing address of the Corporation shall be:

150 SE 2nd Avenue, Suite 404
Miami, Florida 33131.

**ARTICLE III
DURATION AND COMMENCEMENT OF EXISTENCE**

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

¹ Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

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The names and addresses of the initial Trustees are as follows:

Leonard Miller, 700 NW 107th Ave., Ste. 400, Miami, FL 33172

Charles E. Cobb, Jr., 2383 Ponce de Leon Blvd., Coral Gables, FL 33134

Steven J. Saiontz, 760 NW 107 Ave., Ste. 300, Miami, FL 33172

The Board of Trustees or their successors shall adopt bylaws for the Corporation to specify terms of Trustees, the method by which Trustees and their successors are to be elected, and the method for removing Trustees.

ARTICLE VII TRUSTEES' AND OFFICERS' COMPENSATION AND INDEMNIFICATION

A. Compensation. A Trustee or Officer of the Corporation may receive reasonable compensation for personal services rendered as a Trustee or Officer or in any other capacity, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and may be reimbursed for expenses or advances made for the Corporation that are reasonable in character and amount and approved for payment in the manner provided by the bylaws. The Corporation shall make no payment that would constitute "excess compensation" as defined in the Internal Revenue Code.

B. Indemnification. Every Trustee and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a Trustee or Officer may be a party or may become involved by reason of being or having been a Trustee or Officer of the Corporation, whether or not a Trustee or Officer at the time such expenses are incurred, except when the Trustee or Officer is adjudged guilty of or liable for willful misfeasance or willful malfeasance in the performance of duties. In the event of a settlement before entry of judgment, this indemnification shall apply only when the Board of Trustees approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Trustee or Officer may be entitled by law. Appropriate liability insurance may be provided for every Trustee, Officer, and agent of the Corporation in amounts determined from time to time by the Board of Trustees.

ARTICLE VIII
CHARITABLE LIMITATIONS

This corporation shall not engage in any activities prohibited by Chapter 617 of the Florida Statutes, or by Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Trustees or Officers of the Corporation, or to any other private persons, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount and (ii) to make payments and distributions to persons who are qualified to receive same in furtherance of the Corporation's charitable purposes as set forth herein. All of the net earnings and assets of the Corporation shall be expended for the purposes stated in Section 501(c)(3) of the Internal Revenue Code.

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 any candidate for public office.

In the event that, and for so long as, the Corporation is characterized as a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, 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 4942; shall not engage in any act of self-dealing as defined in Section 4941(d); shall not retain any excess business holdings as defined in Section 4943(c); shall not make any investments in such manner as to subject it to tax under Section 4944; and shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3).

ARTICLE IX
DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation pursuant to Florida Statutes, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) and are engaged in activities of the type described in Article IV above, as the Board of Trustees 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 such purposes, or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE X
ADOPTION OF AND AMENDMENTS TO BYLAWS

The power to adopt, alter, amend, or repeal the bylaws of the Corporation shall be vested in the Trustees in accordance with and subject to the provisions of the bylaws.


ARTICLE XI
AMENDMENTS TO ARTICLES OF INCORPORATION

The power to adopt, alter, amend, or repeal any provision of these Articles of Incorporation shall be vested in the Trustees, in accordance with and subject to the provisions of the bylaws.

ARTICLE XII
REGISTERED AGENT

The street address of the initial registered office of the corporation is 150 SE 2nd Avenue, Suite 404, Miami, Florida 33131, and the name of the initial registered agent of the corporation at that address, who is authorized to receive service of process, is Intrastate Registered Agent Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of this 5th day of October 2001.


Roderick N. Petrey, Esq., Incorporator
Suite 3300, 701 Brickell Avenue
Miami, Florida 33131

FAX AUDIT NO. H01000104993 0

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

WITNESSETH:

That the Council for Educational Change, Inc., desiring to organize under the laws of the State of Florida, has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:


Having been named to accept service of process for the above-referenced Corporation at 701 Brickell Avenue, Suite 3300, Miami, Florida 33131, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0503, Florida Statutes.

Dated this 5th day of October 2001.

INTRASTATE REGISTERED AGENT CORPORATION

By:

Title:


STEVEN H. HAGEN

VICE PRESIDENT

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