

Division of Corporations

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Florida Department of State
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FLORIDA NON-PROFIT CORPORATION

Charter Foundation of Coral Gables, Inc.

Certificate of Status	1
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EFFECTIVE DATE

10-1-01

**ARTICLES OF INCORPORATION
OF
CHARTER FOUNDATION OF CORAL GABLES, INC.
(A Florida Not for Profit Corporation)**

The undersigned Incorporator hereby declares its desire to form a corporation not-for-profit under Chapter 617 of the Florida Statutes (the "Act").

**ARTICLE I
NAME**

The name of this corporation (the "Corporation") is:

CHARTER FOUNDATION OF CORAL GABLES, INC.

**ARTICLE II
PURPOSES**

The Corporation is a Not-for-Profit Corporation organized for charitable and educational purposes, including owning and operating charter schools and doing all things related thereto.

**ARTICLE III
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and/or mailing address of the Corporation is 100 SE 2nd Street, Suite 2800, Miami, Florida 33131.

**ARTICLE IV
TERM OF EXISTENCE**

This existence of the Corporation shall commence as of October 1, 2001, and shall continue in perpetuity, unless dissolved according to law.

Keith J. Blum, Esq.
Zack Kosnitzky, P.A.
100 SE 2nd Street, Suite 2800
Miami, Florida 33131-2144
Telephone: (305) 539-8400
Facsimile: (305) 539-1307
Florida Bar Number: 0879185

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ARTICLE V
MANAGEMENT

The management of the Corporation shall be vested in the Corporation's Board of Directors. The number and method of election of the Directors of the Corporation which shall serve following the terms of the initial Directors of the Corporation shall be as stated in the By-Laws (which numbers shall not be less than (3) three).

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 100 S.E. 2nd Street, Suite 2800 Miami, Florida 33131, and the initial registered agent of the Corporation at that address is KTG&S Registered Agent Corporation.

ARTICLE VII
NONPROPRIETARY LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members, directors, or officers of the Corporation, or to any other private person; nor shall the Corporation's assets or earnings be expended for the benefit of anyone other than a recipient of funds for charitable and educational; it being intended that all such earnings and assets shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

B. 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, or in opposition to, any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on (i) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Laws contributions to which are deductible for Federal Income, gift and estate tax purposes; (ii) by an organization, contributions to which are deductible under Section 17(c)(2), 2055, 2106(a)(2) and 2522 of the Code, or corresponding sections of any future or federal tax code.

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ARTICLE VIII
DISPOSITION OF ASSETS

All the property of this Corporation is and shall be irrevocably dedicated to charitable or educational purposes. In the event of the dissolution of the Corporation, the board of directors 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 II above, as the board of directors shall determine. Any of 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 IX
INCORPORATOR

The name and address of the Incorporator is KTG&S Registered Agent Corporation, Bank of America Tower, 100 SE 2nd Street, 28th Floor, Miami, Florida 33131.

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

KTG'S REGISTERED AGENT CORPORATION

By: 

Keith J. Blum, Vice President

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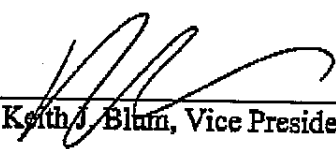
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent for CHARTER FOUNDATION of CORAL GABLES, INC., a Florida not for profit corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, as Registered Agent and on behalf of the Corporation, hereby acknowledge that I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of the registered agent.

Dated: October 5, 2001

REGISTERED AGENT:
KTG&S REGISTERED AGENT CORPORATION

By: _____


Keith J. Blum, Vice President

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