

N02000001477

Jane R. Wood
11802 Magnolia Falls Drive
Jacksonville, Florida 32258

February 20, 2002

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

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-02/25/02--01097--011
*****78.75 *****78.75

Dear Sirs:

Enclosed are the Articles of Incorporation for a Florida not-for-profit corporation for Global Connections, Inc. These documents have been reviewed by legal counsel. Also included is a check for \$78.75 to cover the costs of filing fees, the registered agent designation, and a certified copy. Please return a certified copy to me at the above address.

If you have any questions, please contact me at 904-268-9572. Or my e-mail is:
janewood@attbi.com

Thank you.

Sincerely,

Jane R. Wood

Jane R. Wood

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 25 PM 12:08

3-1-02

**ARTICLES OF INCORPORATION
OF
GLOBAL CONNECTIONS, INC.
A Florida "Not for Profit" Corporation**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In compliance with the laws of the State of Florida, the undersigned do hereby voluntarily associate for the purpose of forming a corporation not-for-profit for the purposes and with powers set forth herein.

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation is GLOBAL CONNECTIONS, INC. The principal office of the corporation shall be located at 11802 Magnolia Falls Drive, Jacksonville, FL 32258 but the Corporation may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors. The principal office shall also be the mailing and registered office address.

ARTICLE II - TERM OF EXISTENCE

The period of duration is perpetual. The corporation is organized pursuant to the Not for Profit Corporation laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE AND POWERS

The purposes of this corporation shall be exclusively charitable and educational and undertake the following activities:

- A. To establish connections between the Northeast Florida community and the international exchange students who are studying in Northeast Florida, so that both groups can better understand each other.
- B. To develop positive social, cultural and business relationships with these international exchange students and the people, organizations and businesses of Northeast Florida.
- C. To undertake any other projects or lawful activities consistent with Section 501 (c) (3) of the Internal Revenue Code which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others

be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

- D. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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 law. No substantial part of the activities of the corporation shall consist of 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 any candidate for public office.
- E. For such purposes, the Corporation shall have and exercise the following authority and powers:
 - 1. To have and to exercise any and all powers, rights and privileges which a corporation organized under the law of the State of Florida may now or hereafter have or exercise.
 - 2. To do all things necessary or desirable to accomplish the purposes of the Corporation as the Directors of the Corporation may from time to time deem appropriate which are consistent with powers conferred upon a not-for-profit corporation under the laws of the state of Florida and the U. S. Internal Revenue Code.
 - 3. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or any interest therein, wherever situated.

ARTICLE IV - NO DISTRIBUTION OF GAIN

The Corporation is organized exclusively for charitable and educational purposes. The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

ARTICLE V - REGISTERED AGENT

The name and address of the initial registered agent and office of the Corporation is:

Jane R. Wood

11802 Magnolia Falls Drive
Jacksonville, FL 32258

ARTICLE VI - BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors. The number of Directors of the Corporation shall be not less than three (3); provided however that the Board of Directors may, from to time, increase or decrease the number of Directors, so long as the number of directors does not exceed nine (9) . The method of election of the Board of Directors shall be in stated in the Bylaws. The names of addresses of the initial Board of Directors are:

Jane R. Wood
11802 Magnolia Falls Drive
Jacksonville, FL 32258

Dr. Betty Flinchum
244 34th Avenue South
Jacksonville Beach, FL 32250

Dr. Duane Dumbleton
526 Las Palmas Drive
Orange Park, FL 32203

ARTICLE VII - OFFICERS

Subject to the direction of the Board of Directors, the officers shall administer the affairs of this corporation as designated in the Bylaws. The names and addresses of the officers who shall serve until the first annual meeting of the Board of Directors are:

President - Jane R. Wood, 11802 Magnolia Falls Drive, Jacksonville, FL 32258

Vice President - Betty Flinchum, 244 34th Avenue, South, Jacksonville Beach, FL 32250

Treasurer - Nancy Olson, 1124 Inwood Terr., Jacksonville, FL 32207

Secretary - Patricia Vail, 5709 St. Isabel Dr., Jacksonville, FL 32277

Such other officers may be authorized and elected pursuant to the Corporation Bylaws.

ARTICLE VIII - BYLAWS

The Bylaws of the Corporation shall be adopted by the first Board of Directors, which Bylaws may be altered, amended, modified or appealed in the manner set forth in the Bylaws.

ARTICLE IX - AMENDMENTS

The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation or any amendments hereto. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each director in the same manner as notice for the meeting. Such amendment shall require the assent of a two-thirds majority vote of the directors present.

ARTICLE X - DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the directors. Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE XI - INDEMNIFICATION OF DIRECTORS

A director shall discharge his or her duties as director, including his or her duties as a member of any committee:

- A. With good faith;
- B. With care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- C. In a manner he reasonably believes to be in the best interests of the Corporation.

In discharging his or her duties, a director may rely upon information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

- A. One or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;

B. Legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence;

C. A committee of the Board of Directors of which he is not a member, if the Director reasonably believes the committee merits confidence.

A director is not liable for any action taken as a director, or failure to take any action, if he performed the duties of his office in reliance on this provision.

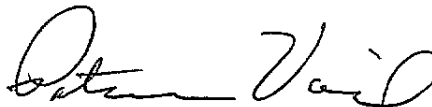
Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Office (or such heirs, executors of administrators) may be entitled apart from this Article.

ARTICLE XII - INCORPORATOR

The name and address of the incorporator is:

Patricia Vail
5709 St. Isabel Dr.
Jacksonville, FL 32277

These Articles of Incorporation are hereby executed by the incorporator on this 20th day of February, 2002.

A handwritten signature in cursive script, appearing to read "Patricia Vail", written over a horizontal line.

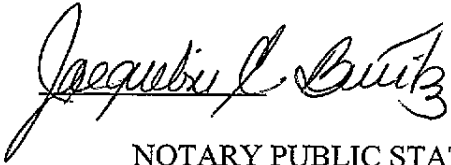
Incorporator

STATE OF FLORIDA]

COUNTY OF DUVAL]

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Patricia Vail, who ☒ is personally known to me known or who _____ has produced _____ as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of February, 2002.



NOTARY PUBLIC STATE OF FLORIDA

Print Name:

My Commission Expires:

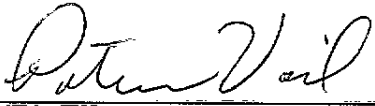


Jacqueline C. Benitez
MY COMMISSION # DD074407 EXPIRES
December 21, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

GLOBAL CONNECTIONS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Jacksonville, County of Duval, State of Florida, has named Jane R. Wood, 11802 Magnolia Falls Drive, Jacksonville FL 32258, as its agent to accept service of process within Florida.

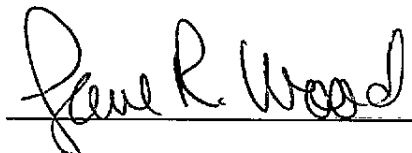


PATRICIA VAIL
Secretary

(Date) 2/20/02

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 25 PM 12:08

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



JANE R. WOOD

(Date) 2/20/02