

**ADAMS & ADAMS, P.A.**

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CORAL GABLES, FLORIDA 33134

JOHN C. ADAMS  
LL.M. IN TAXATION

SUSAN STRICKROOT ADAMS  
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**NOV 07 2002**

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32301

600007727016--7  
-09/13/02-01028-013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

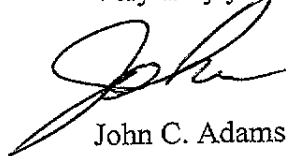
**Re: TRAC PUBLIC EDUCATION FOUNDATION, Inc.**

Dear Sir or Madam:

I have enclosed an original and a copy of the Articles of Incorporation together with a check in the amount of \$78.75. If further information is required you may contact me at (305) 448-9022.

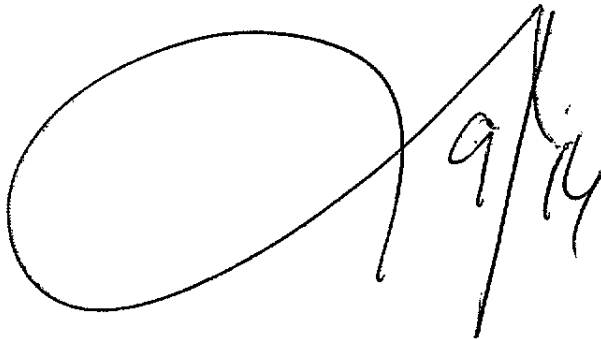
Thank you for your attention to this matter.

Very truly yours,



John C. Adams, Esq.

JCA/acg  
Enclosures



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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## ARTICLES OF INCORPORATION

### ARTICLE I - EXECUTION

The undersigned, being all of the original incorporators, hereby execute and acknowledge these Articles of Incorporation, in order to organize and incorporate a business not for Profit, under the Corporate name and at the initial business address:

TRAC PUBLIC EDUCATION FOUNDATION, Inc.  
18325 SW 280 Street  
Homestead, FL 33031

### ARTICLE II - PURPOSES AND OBJECTS

The Corporation is formed, pursuant to the Florida General Incorporation Act and to operate exclusively in any manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or under corresponding tax laws covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

TRAC PUBLIC EDUCATION FOUNDATION, Inc. is a nonpartisan research and education organization devoted to improving the quality of public education in Miami-Dade, Florida by promoting sound solutions to educational policy questions. We seek to uphold and strengthen the fundamental principles of the American instruction of public education. TRAC PUBLIC EDUCATION FOUNDATION, Inc. will assist policy makers, scholars, business people, the media and the public by providing objective analysis of educational issues.

TRAC PUBLIC EDUCATION FOUNDATION, Inc. realizes that permanent solutions to many of the critical issues the public education system is facing rest on the back of an informed and participating citizenry. TRAC PUBLIC EDUCATION FOUNDATION, Inc. will analyze current Miami-Dade School District practices and policies and relevant Florida Statutes, which are contributing to the decline in public education standards and will propose alternatives, which nourish and develop public education. TRAC PUBLIC EDUCATION FOUNDATION, Inc. will broaden the debate on educational issues that for many years have been perceived as being outside the realm of the common citizen.

Our objective will be accomplished through conferences, public forums, task forces and published documents that offer an integrated and comprehensive approach that considers:

All Institutions: The Foundation examines the Important role of teachers, students, parents, government, the business community as well as taxpayers in public education.

All People: The Foundation recognizes the diversity of Miami-Dade citizens and students

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TALLAHASSEE FLORIDA

and treats them as individuals with unique backgrounds, circumstances and goals; each having a contribution to make to public education.

All Disciplines: The Foundation incorporates the best understanding of all disciplines and facts affecting public education and moves beyond traditional models.

All Times: Foundation research evaluates historical models, current trends and issues and proposes long-term, effective alternatives.

To accomplish our educational tasks, we will use the combined resources of our Foundation Board, principal officers, consultants, community leaders, experts in particular fields and the services of volunteers dedicated to improving the quality of public education for the welfare of our children.

Committed to its independence, TRAC PUBLIC EDUCATION FOUNDATION, Inc. neither seeks nor accepts any government funding. It enjoys the support of foundations, individuals, and businesses that share a concern for the future of education in Miami-Dade, Florida and recognize the important role of sound policy decisions for public education.

The Foundation has applied for a not-for-profit, tax-exempt organization status under Section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE III – DURATION AND NAME**

The duration of this Corporation shall be perpetual. Corporate existence shall commence upon the filing of these Articles of Incorporation, provided that all of the requirements of the law are met. The name of the Corporation shall be TRAC PUBLIC EDUCATION FOUNDATION, Inc.

### **ARTICLE IV – REGISTERED OFFICE - AGENT**

The name of the Registered Agent is JOHN C. ADAMS, ESQ. and the street address of the Registered Office is 2701 Ponce de Leon Blvd., Suite 302, Coral Gables, FL 33134.

### **ARTICLE V – NUMBERS OF DIRECTORS**

The number of the Board of Directors, if any, shall be determined, from time to time, by the By-Laws. Directors shall be elected annually by the membership.

### **ARTICLE VI – SHARES**

This corporation shall be organized as a non-stock corporation.

## **ARTICLE VII – INCORPORATORS AND DIRECTORS**

The name and address of the Incorporators are:

Damaris Perez Daugherty  
18325 SW 280<sup>th</sup> Street  
Homestead, FL 33031

JoAnne Linardi  
8711 SW 185<sup>th</sup> Terrace  
Miami, FL 33157

Judy Herrell  
1052 NW 22 Street  
Pembroke Pines, FL 33026

## **ARTICLE VIII – BROADEST POWERS; INCORPORATION BY REFERENCE**

The Corporation shall have the broadest powers to do any and all things necessary, suitable, covenant, or proper for the accomplishment of any of the Purposes or the attainment of any of the Objects enumerated, or which, at any time, appear conducive or expedient for the protection or benefit of the Corporation either as holder of, or as to its interest in, any property or otherwise, with all powers now or hereafter conferred, by the law of this State, upon Corporations incorporated hereunder.

## **ARTICLE IX – INDEMNIFICATION**

The Corporation shall Indemnify and hold harmless, any Party to a threatened, pending or completed action, suit, or proceeding, arising out of contract (as distinguished from tort), other than an action by, or in the right of, the Corporation, because he/she is or was a Director or Executive Officer thereof, against expenses (including attorneys' fees), judgments and amounts paid in settlement, actually and reasonably incurred in connection therewith, including appeals thereof, if he/she acted in good faith and in a manner, he/she reasonably believed to be in, and not opposed to, the best interests of the Corporation.

## **ARTICLE X – GENERAL**

A. Shareholders shall not have a preemptive right to acquire unissued or treasury shares of the Corporation or its securities that are convertible into, or carry a right to subscribe to or acquire shares.

B. Cumulative voting shall not be permitted.

shares.

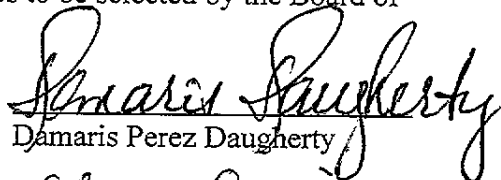
B. Cumulative voting shall not be permitted.

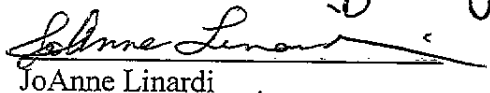
#### ARTICLE XI – ACCEPTANCE BY REGISTERED AGENT

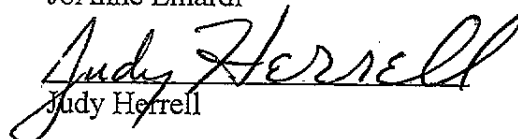
The individual named, JOHN C. ADAMS, Esq. agrees: To act as Registered Agent, and as such, to accept Service of Process; to keep the Registered Office open during the hours prescribed by Law; and to post such Agent's name and the name of any other Officers of the Corporation authorized by Law to accept Service of Process, at the address stated in this State, in come conspicuous place in the Registered Office, as required by Law.

#### ARTICLE XII – SPECIAL PROVISIONS

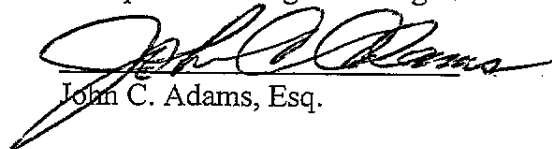
Upon dissolution of the corporation created herein any assets shall be distributed to a qualified Sec. 501(c)(3) corporation having similar purposes to be selected by the Board of Directors.

  
Damaris Perez Daugherty

  
JoAnne Linardi

  
Judy Herrell


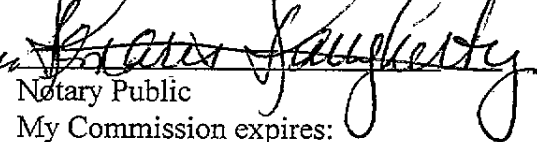
Acceptance as Registered Agent

  
John C. Adams, Esq.

STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me on this 9th day of Sept., 2002 by DAMARIS PEREZ DAUGHERTY, who produced a Florida Driver's license for identification to me and who did take oath.

  
  
Notary Public  
My Commission expires:

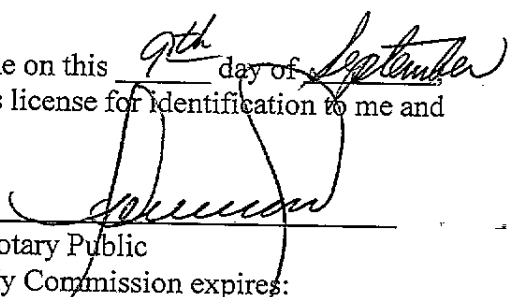


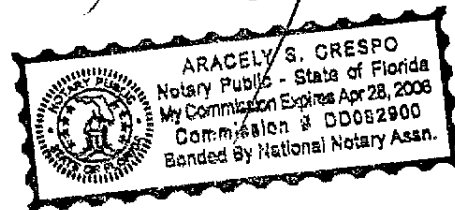
Ismelda de Valladarrs  
My Commission CC829143  
Expires April 22, 2003

STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me on this 9th day of September 2002 by JoANNE LINARDI, who produced a Florida Driver's license for identification to me and who did take oath.

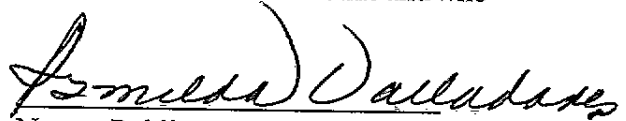
  
\_\_\_\_\_  
Notary Public  
My Commission expires:

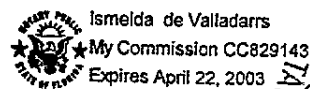


STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me on this 9 day of September 2002 by JUDY HERRELL, who produced a Florida Driver's license for identification to me and who did take oath.

  
\_\_\_\_\_  
Notary Public  
My Commission expires:



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02 SEP 13 AM 10:43  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE