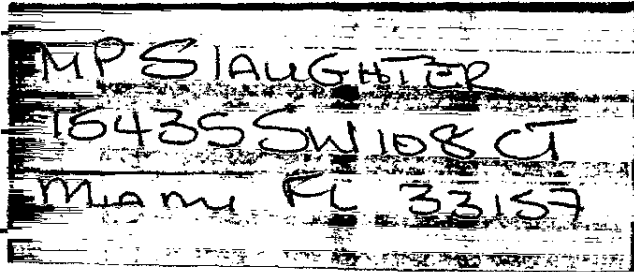


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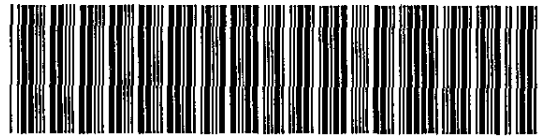
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 1, 2002

MP SLAUGHTER
15435 SW 108 COURT
MIAMI, FL 33157

SUBJECT: UNIVERSITY UPWARD BOUND PARENT ORGANIZATION INC.
Ref. Number: W02000031407

We have received your document for UNIVERSITY UPWARD BOUND PARENT ORGANIZATION INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 002A00060008

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**ARTICLES OF INCORPORATION
OF
UNIVERSITY UPWARD BOUND PARENT ORGANIZATION INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this organization is the University Upward Bound Parent Organization Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principle office and mailing address of this organization is the University Upward Bound Parent Organization Inc. C/O University of Miami Upward Bound Program P.O. Box 248106 Coral Gables Florida, 33124-5590

**ARTICLE III
PURPOSE**

The University Upward Bound Parent Organization Inc. is a non-profit organization, organized for the purpose of transacting any and all lawful business. The University Upward Bound Parent Organization Inc. is organized to assist the students and staff of the Upward Bound Program accomplish the goals and objectives of the Upward Bound Program at the University of Miami. The objectives of the University Upward Bound Parent Organization Inc. are to promote a better understanding of the type of program the Upward Bound Program at the University of Miami is offering and to promote a better understanding between families, parents, students, and staff members in the best interest of a better education for all the students enrolled in the Upward Bound Program. In addition, the University Upward Bound Parent Organization Inc. was created to help with fundraising efforts.

The foregoing purposes and activities will be interpreted as examples only and not limitations, and nothing therein shall be deemed as prohibiting the parent organization from extending it's activities to any related or otherwise permissible lawful business purposes which may become necessary or desirable for the furtherance of the objectives expressed above.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE IV
ELECTION OF DIRECTORS/OFFICERS**

The officers of the University Upward Bound Parent Organization Inc. is to be elected by the members of the parent organization annually. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her death, or until he/she shall resign or shall have been removed in the manner hereinafter provided.

ARTICLE VI

NAMES AND ADDRESSES OF OFFICERS

<u>NAME</u>	<u>ADDRESS</u>
Pat Slaughter (President)	15435 SW 108 Court Miami FL, 33157
Mary Wardell (1 st Vice-President)	19041 NW 54 Avenue Miami FL, 33055
Rosie Dotson (2 nd Vice-President)	
Theresa Walton (Treasurer)	251 Alibaba Avenue #96 Opa-Locka FL, 33054
Evonne Ford (Secretary)	
Magalie Dumont (Fund-raiser Coordinator)	9124 SW 180 Street Miami FL, 33157

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of the University Upward Bound Parent Organization is C/O Tiombe Kendrick, 8335 SW 152 Avenue, Apt. 309, Miami, Florida 33193.

The name and address of the initial registered agent of this parent organization is

Name	Address
Tiombe Kendrick	8335 S.W. 152 Ave. Apt.309 Miami Fl, 33193

ARTICLE VII

THE NAME AND ADDRESS OF THE INCORPORATOR

Name

Tiombe Kendrick

Address

8335 S.W. 152 Ave.
Apt. 309
Miami FL, 33193

ARTICLE VIII

BY-LAWS

The power to alter, amend, or repeal the by-laws of the University Upward Bound Parent Organization Inc. shall be vested in each of the officers and members of the parent organization.

ARTICLE IX

INDEMNIFICATION

The University Upward Bound Parent Organization Inc. shall indemnify any officer or any former officer of the parent organization to the fullest extent permitted by law.

ARTICLE X

COMPENSATION FOR OFFICERS AND SERVICES PROVIDED

No part of the net earning from the fundraising activities shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XI

COMMENCEMENT AND DURATION

The University Upward Bound Parent Organization Inc. shall commence on the date on which these articles of incorporation are filed with the secretary of the State of Florida and shall exist thereafter perpetually until dissolved by law. Upon the dissolution of the University Upward Bound Parent Organization Inc., assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local

government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

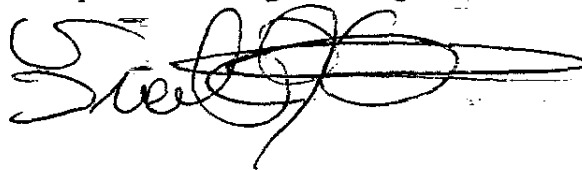
**ARTICLE XII
AMENDMENTS**

The University Upward Bound Parent Organization Inc. reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment there to, and any right conferred upon the officers is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of her appointment as registered agent therein this 8th day of October 2002.

Tiombe Kendrick

Incorporator and Registered Agent

A handwritten signature in black ink, appearing to read 'Tiombe Kendrick', with a large, stylized flourish extending to the right.

January 4, 2003

I Tiombe Kendrick am familiar with and accept the duties and responsibilities of registered agent of the University Upward Bound Program at The University of Miami. If you have any questions and/or concerns, Please contact me at (305) 408-0064.

Sincerely,



Tiombe Kendrick

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA