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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

FRIENDS OF UTD MONTESSORI SATELLITE LEARNING CENTER,

Certificate of Status	2
Certified Copy	2
Page Count	05
Estimated Charge	\$105.00

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**ARTICLES OF INCORPORATION  
FRIENDS OF UTD MONTESSORI SATELLITE LEARNING CENTER, INC.  
(A Florida Not For Profit Corporation)**

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Pursuant to the provisions of § 617.1007 of the Florida Not For Profit Corporation Act (the "Act"), the undersigned corporation adopts the following Amended and Restated Articles of Incorporation.

The following Articles of Incorporation were unanimously adopted by all of the Directors of the corporation (the number of votes cast being sufficient for approval and there being no members of the corporation), on January \_\_, 2003, in the manner prescribed by Section 617.1002 of the Act:

**ARTICLE I**

**Name, Principal Place of Business, and Mailing Address**

The name of the corporation is the Friends of UTD Montessori Satellite Learning Center, Inc. (hereinafter referred to as the "Corporation"). The principal place of business and mailing address is 2200 Biscayne Blvd., Miami, Florida 33137.

**ARTICLE II**

**Term of Existence**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE III**

**Purpose**

The Corporation is organized exclusively for the purpose to raise money, to provide necessary supplies, personnel and to raise money for other critical funding for a satellite learning center authorized by the School Board of Miami-Dade County and operated in conjunction with the United Teachers of Dade and the Phyllis R. Miller Elementary School; and

**ARTICLE IV**

**Powers**

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article III hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

(1) to acquire, own, maintain and use its assets for the purposes set forth in Article III hereof;

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(iv) to raise funds by any legal means for the accomplishment of its purposes set forth in Article III hereof; and

(v) to do and perform all acts reasonably necessary to accomplish its purposes set forth in Article III hereof.

#### **ARTICLE V** **Management**

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall be not less than three (3) and no more than nine (9) persons. The number and method of election of directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the Corporation's Bylaws, and directors of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated directors.

#### **ARTICLE VI**

##### **Registered Office and Agent**

The street address of the registered office of the Corporation is CFRA, LLC, One Harbour Place, 5<sup>th</sup> Floor, 777 S. Harbour Island Blvd., Tampa, Florida 33602-5730.

#### **ARTICLE VII**

##### **Directors**

The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three (3) and no more than nine (9) directors. The name and address of each director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Francis Francois	901 N.W. 83 Street, Miami, Florida 33150
Dalia Cruz	8465 S.W. 156 Place, Apt. #506, Miami, Florida 33193
Carmen P. Esquijarosa	253 N.W. 133 Court, Miami, Florida 33182
Leslie Berry	2200 Biscayne Blvd., Miami, Florida 33137
Kevin Adderley, Sr.	310 N.E. 175th Street North Miami Beach Florida 33162
Odette Pitter-Adderley	310 N.E. 175th Street North Miami Beach Florida 33162
Audrey Hylton	22319 S.W. 103 Avenue Miami, Florida 33190
Dr. Shirley B. Johnson	1253 N.W. 83 rd PL. Miami Lakes, Florida 33016
Janet Dyess	10250 Collins Avenue Apt. 208 Bal Harbor, Florida 33154

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**ARTICLE VIII**  
**Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors of the Corporation.

**ARTICLE IX**  
**Members**

The Corporation shall not have members.

**ARTICLE X**  
**Amendment**

These Articles of Incorporation may be amended only by the Board of Directors in accordance with the Corporation's Bylaws.

**ARTICLE XI**  
**Dissolution**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

**ARTICLE XII**  
**Restrictions**

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation 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 Article III hereof.

B. No part of the activities of the Corporation shall be the carrying on for 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 or engage in political activities of any kind.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

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IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 28<sup>th</sup> day of January, 2003.

FRIENDS OF UTD MONTESSORI SATELLITE  
LEARNING CENTER, INC.

By: Shirley B. Johnson, Ph.D.

Name: Dr. Shirley B. Johnson

Title: Vice-President

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been designated as registered agent for Friends of UTD Montessori Satellite Learning Center, Inc. in the foregoing Articles of Incorporation, I, David W. Jamison, Jr., on behalf of CFRA, LLC, a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

CFRA, LLC

By:   
David W. Jamison, Jr. Authorized Agent

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