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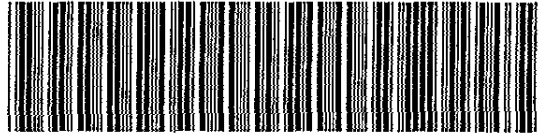
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-7-04
[Signature]

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Dr. Joseph Coats Grace Community Charter School, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Luis Machado
Name (Printed or typed)

P.O. Box 520682
Address

Miami - Florida 33152
City, State & Zip

305- 362- 0400
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

Section 1.1. Dr. Joseph Coats Grace Community Charter School, Inc., (the "corporation").

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Section 2.1. 1500 San Remo Avenue, Suite 170
Coral Gables, FL 33146

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Section 3.1. Dr. Joseph Coats Grace Community Charter School, Inc. is organized as exclusively religious, charitable, and/or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

The property of this corporation is irrevocably dedicated to the management, operation, guidance, direction and promotion of Dr. Joseph Coats Grace Community Charter School, and the education of students. No part of the net earnings of the corporation shall inure to the benefit of any director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

Notwithstanding any other provision of the Articles, this organization shall not carry on any activities not permitted to be carried on 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 Law.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

In the event of the dissolution of the corporation, the Board of Directors ("Board") shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the remaining assets of the corporation, exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time

qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of future United States internal Revenue Law), as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Court having proper jurisdiction in 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 IV BOARD OF DIRECTORS

Section 4.1. Management. The business affairs of this corporation shall be managed by the Board of Directors. The Board of Directors shall be members of the corporation.

Section 4.2. Election. Directors shall be elected in the manner set forth in the By-Laws of the corporation.

Section 4.3 Number. The corporation shall have three (3) Directors initially. The number of Directors may be increased or reduced from time to time, as provided in the By-Laws of the corporation; however, the corporation shall at all times have at least three (3) Directors.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

Section 5.1. Officers. The officers of the corporation shall be a President, Secretary and Treasurer and such other officers as may be provided in the By-Laws.

Section 5.2. Names. The names of the persons who are to serve as the initial Directors and Officers of the corporation are:

Luis Machado, President
P.O. Box 520682
Miami, FL 33152-0682

Joaquin Avino, Secretary
1500 San Remo Avenue, Suite 170
Coral Gables, FL 33146

Anabel Estevez, Treasurer
8033 N.W. 163rd Terrace
Miami Lakes, FL 33016

ARTICLE VI TERM OF EXISTENCE

Section 6.1. This corporation is to exist perpetually.

ARTICLE VII BY-LAWS

Section 7.1. The Board of Directors of this corporation may provide such by-laws for the conduct of

its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 7.2. Upon at least seven(7) days' notice including the distribution of the proposed amendments to each Board member, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board present at any regular meeting or any special meeting called for that purpose, provided that a quorum of the Board exists at that meeting.

ARTICLE VIII AMENDMENTS

Section 8.1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present, provided that a quorum of the Board exists, after the proposed amendments have been distributed to each Board member at least seven (7) days prior to the meeting.

Section 8.2. Amendments may also be made at a regular meeting; of the membership upon seven (7) days' notice given, as provided by the By-Laws, of intention to submit such amendments.

ARTICLE IX INITIAL REGISTERED AGENT AND STREET ADDRESS

Section 9.1. The name and Florida street address of the registered agent is:

Luis Machado
10273 NW 80th Court, Suite 102
Hialeah Gardens, FL 33016

ARTICLE X INCORPORATOR

Section 10.1. The name and address of the Incorporator is:

Junarda Gonzalez Benitez
10273 NW 80th Court, Suite 102
Hialeah Gardens, FL 33016

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent

Luis Machado

12-22-03

Date

Signature/Incorporator

Junarda Gonzalez Benitez

12-22-03

Date