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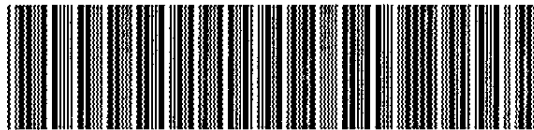
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03/02/04--01026--002 **78.75

FILED
04 MAR -1 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thomas J. Skola

Attorney at Law

Brickell Bay Office Towers

1001 Brickell Bay Drive

Suite 1508

Miami, Florida 33131

Telephone: (305) 577-3988

Fax: (305) 536-0120

Email: tjs@tskola.com

CERTIFIED MAIL RETURN RECEIPT REQUESTED

February 25, 2004

Florida Department of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: The Foundation for the Advancement of Higher Education, Inc.

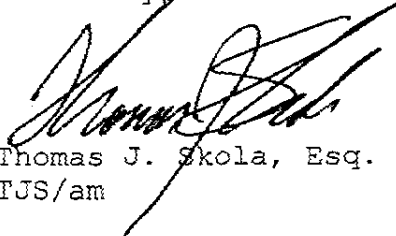
Dear Sirs:

Enclosed are the Articles of Incorporation for The Foundation for the Advancement of Higher Education, Inc. and a check in the amount of \$78.75 in payment of the following:

\$35.00	-	Filing Fee;
\$35.00	-	Registered Agent Fee;
<u>\$ 8.75</u>	-	Certified Copy of the Articles of
\$78.75		Incorporation

Your prompt return of the certified copy of the Articles of Incorporation to my attention at the above address will be appreciated.

Sincerely,



Thomas J. Skola, Esq.
TJS/am

Enclosure

FILED

04 MAR -1 AM 10:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation of
The Foundation for the Advancement of Higher Education, Inc.

I, the undersigned natural person, competent to contract, acting as the incorporator of a corporation not for profit under Chapter 617 of the Florida Statutes (the "Corporation"), adopt the following Articles of Incorporation for the Corporation:

Article I

Name

The name of the Corporation is: **The Foundation for the Advancement of Higher Education, Inc.**

Article II

Principal Office

The place in this state where the principal office of the Corporation shall be located is the City of Miami, Miami-Dade County, at the following initial street address:

The Foundation for the Advancement of Higher Education, Inc.
300 N.E. 2nd Avenue, Room 1541
Miami, Florida 33132-2297

Article III

Purpose

The general purpose for which the Corporation is formed is exclusively for educational purposes under section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code.

The specific purpose of the Corporation is to foster, support, modernize and develop higher education in the Caribbean and fund and administer projects that will have a significant impact on the social development of their host communities.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article IV

Directors

The affairs of the Corporation will be managed by a Board of Directors. The number and qualifications of Directors and the manner in which they are appointed shall be stated in the Bylaws, but there shall be at least three (3) Directors.

Article V

First Board of Directors

The names and addresses of the Directors who will serve on the first Board of Directors of the Corporation until their successors are appointed and qualified are:

Dr. Pavlov Rameau
300 N.E. 2nd Avenue, Room 1541
Miami, FL 33132-2297

Professor Norma Agras
Chairperson of the Department of Mathematics at Miami-Dade College
300 N.E. 2nd Avenue
Miami, FL 33132-2297

Dr. Joel Alexandre
American Academy of Family Physician
Oakdale, Louisiana

Dr. Linda Behar-Horenstein
Department of Educational Leadership, Policy and Foundations
University of Florida
P.O. Box 117049
Gainesville, FL 32611-7049

Dr. E. George Simms
Florida International University
University Park
Miami, FL 33199

Article VI

Charitable Organization Provisions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors or other private persons, except that the Corporation shall be

authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the 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 so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations or organizations as said court shall determine are organized and operated exclusively for such purposes.

The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Code, or corresponding provisions of any future federal tax laws.

The Corporation will not engage in any act of self-dealing, as defined in section 4941 of the Code, or corresponding provisions of any future federal tax laws.

The Corporation will not retain any excess business holdings, as defined in section 4943(c) of the Code, or corresponding provisions of any future federal tax laws.

The Corporation will not make any taxable expenditures, as defined in section 4945(d) of the Code, or corresponding provisions of any future federal tax laws.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not 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 Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 1710(c) of the Code, or the corresponding section of any future federal tax code.

Article VII

Bylaws

The Bylaws of the Corporation shall be adopted by the first Board of Directors and, thereafter, may be altered, amended or rescinded by a majority vote of the Board of Directors of the Corporation in the manner provided for in the Bylaws.

Article VIII

Indemnification

To the full extent permitted by law, the Corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including one in the right of the Corporation to procure a judgment in its favor) by reason of the fact that he or she, or his or her testator or intestate, is or was a

director, officer, employee or agent of the Corporation or served any other corporation, partnership, joint venture, trust or other enterprise in any capacity, at the request of the Corporation.

Article IX

Amendment of Articles

These Articles of Incorporation may be amended by the vote of two-thirds (2/3) of a quorum of the Board of Directors of the Corporation.

Article X

Initial Registered Agent and Street Address

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

THOMAS J. SKOLA, ESQ.
1001 Brickell Key, Suite 1508
Miami, FL 33131-9678


Article XII

Incorporator

The name and address of the incorporator of the Corporation is:

DR. PAVLOV RAMEAU
300 N.E. 2nd Avenue, Room 1541
Miami, Florida 33132-2297

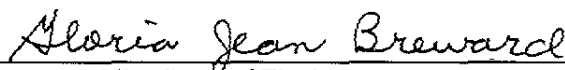
IN WITNESS WHEREOF, I do make and subscribe these Articles of Incorporation on this 25 day of February, 2004.



Pavlov Rameau

STATE OF FLORIDA)
) SS.:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me by PAVLOV RAMEAU, individually. He is personally known to me and did take oath on this 25 day of February, 2004.



Notary Public, State of Florida
at Large

My Commission expires:

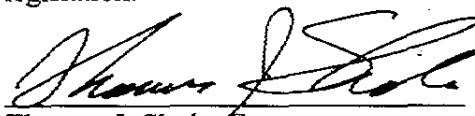
Name of Notary: _____



Gloria Jean Breward
Commission #DD177035
Expires: Feb 18, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the applicable provisions of all pertinent legislation.

By: 

Thomas J. Skola, Esq., as
Registered Agent