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FLORIDA NON-PROFIT CORPORATION

Gulliver Schools Foundation, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
GULLIVER SCHOOLS FOUNDATION, INC.
(A Not for Profit Corporation Organized
Under Chapter 617, Florida Statutes)**

**Article I
NAME**

The name of this corporation shall be GULLIVER SCHOOLS FOUNDATION, INC. (hereinafter called the "Corporation").

**Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and/or the mailing address of the Corporation is c/o Jose Fuente, 1500 San Remo Avenue, Suite 400, Coral Gables, Florida 33134.

**Article III
PURPOSE**

This Corporation is a not-for-profit corporation that is organized and shall be operated exclusively for charitable and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent federal tax law (the "Code"), and not for pecuniary profit and more specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

- (a) To support the charitable and educational purposes and projects of Gulliver Schools, Inc., a Florida nonprofit and 501(c)(3) corporation (the "School"), in its operation of the pre-primary, elementary and secondary educational institutions of the School serving Miami-Dade County, Florida, and surrounding areas;
- (b) To accept, hold, administer, invest and disburse for the educational and charitable purposes of the School such funds or property as may from time to time be given to it by any person, persons, or corporations, or earned by it in its activities; and
- (c) To carry on such other activities in furtherance of and support of the foregoing purposes as are lawful and proper for corporations formed under the Act and Section 501(c)(3) of the Code.

Article IV
MEMBERSHIP

The Corporation shall have one class of member, which shall have the qualifications and rights set forth in the Bylaws of the Corporation.

Article V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is c/o Hunton & Williams, LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131 and the name of the Corporation's initial registered agent at that address is Abigail C. Watts-FitzGerald.

Article VI
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of directors shall not be less than three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three (3). The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation.

Article VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Abigail C. Watts-FitzGerald
c/o Hunton & Williams, LLP
1111 Brickell Avenue, Suite 2500
Miami, Florida 33131

Article VIII
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 the School or, if the School is no longer in existence or is not exempt from federal income tax under Section 501(c)(3) of the Code, then to one or more not-for-profit funds, foundations, or corporations which are organized and operated exclusively for charitable and educational purposes and which have established their tax exempt status under Section 501(c)(3) of the Code, as selected by the Board of Directors.

Article IX
LIMITATIONS

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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 11th day of May, 2005.


Abigail C. Watts-FitzGerald
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**


WITNESSETH:

That, Gulliver Schools Foundation, Inc., desiring to organize under the laws of the State of Florida, has named Abigail C. Watts-FitzGerald, located at c/o Hunton & Williams, LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 11th day of May, 2005.


Abigail C. Watts-FitzGerald
Registered Agent

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