

No 60000007873

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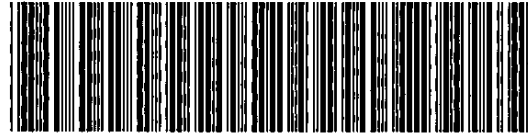
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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07/25/06--01035--014 **118.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2006 JUL 25 P 2:41

FILED

7-26-06
450

MANUEL FELIX VARELA

July 19, 2006

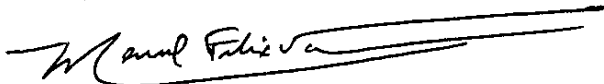
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

To whom it may concern:

Enclosed please find the filing documents, including articles of incorporation, for Independent Teachers of South Florida. Also enclosed, is a check in the amount of \$118.75 for the Filing Fee, the Registered Agent Designation Fee and five (5) certified copies to be sent to the address listed in the articles.

If there is any further information needed, please do not hesitate to contact us immediately.

Respectfully,

A handwritten signature in dark ink, appearing to read "Manuel Felix Varela", is written over a horizontal line.

Manuel Felix Varela

ARTICLES OF INCORPORATION
INDEPENDENT TEACHERS OF SOUTH FLORIDA, INC.,
(A FLORIDA NOT FOR PROFIT CORPORATION)

FILED

2006 JUL 25 P 2:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation (these "Articles").

1. **Name.** The name of the corporation shall be INDEPENDENT TEACHERS OF SOUTH FLORIDA, INC. ("Corporation").
2. **Corporate Nature.** The Corporation is a not for profit corporation organized pursuant to the Florida Not for Profit Corporation Act as set forth in Chapter 617 of the Florida Statutes.
3. **Principal Office.** The principal office of the Corporation is 370 SW 113th Way, Pembroke Pines, Florida 33025.
4. **Registered Office-Registered Agent.** The street address of the Registered Office of the Corporation is 370 SW 113th Way, Pembroke Pines, Florida 33025. The name of the Registered Agent of the Corporation is:

MANUEL F. VARELA

5. **Purpose of Corporation.**

5.1 The Corporation is organized for charitable, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including the making of distributions to other organizations that qualify as organizations described in Section 501(c)(3) of the Code, or the corresponding provisions of any future internal revenue law. Such purposes shall include, but are not limited to, the management and operation of a school.

5.2 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 its exempt purposes. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The Corporation shall not participate in, 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(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code.

6. **Restrictions.** Notwithstanding any other provisions in these Articles, at all times, if any, when the Corporation is a private foundation within the meaning of Section 509 of the Code, it shall be subject to the following additional restrictions:

6.1 The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

6.2 The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

6.3 The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

6.4 The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

6.5 The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

7. **Membership.** The qualifications, manner of admission to membership, and other membership regulations shall be set forth in the By-Laws of the Corporation.

8. **Duration.** The term of existence of the Corporation is perpetual.

9. **Amendments.** Amendments to these Articles may be proposed by a resolution adopted by the Board and presented to a quorum of members for their vote in the manner set forth in the By-Laws of the Corporation.

10. **Incorporator.** The name and address of the Incorporator of the Corporation is:

Manuel F. Varela
370 SW 113th Way
Pembroke Pines, Florida 33025

11. **Management.**

11.1 The affairs of the Corporation shall be managed by a Board of Directors ("**Board**") who shall be selected as provided by the By-Laws. The number of Directors shall be established in the By-Laws.

11.2 The Corporation, by direction of its Board, has the power to do any and all things necessary to carry out the purposes of the Corporation and possesses all rights and privileges and immunities and enjoys all benefits granted corporations of similar character under the Laws of the State of Florida, including the right to hold and convey title to property whether real, personal, tangible, intangible or mixed.

11.3 No persons shall be authorized to act for the Corporation except as specifically provided by its Board, or in the By-Laws.

12. **Directors.** The names and addresses of the initial members of the Board who shall hold office until their successors are appointed and/or elected, are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Manuel F. Varela	370 SW 113th Way Pembroke Pines, Florida 33025
Caroline O. Gillingham	15525 Miami Lakeway North #208 Miami Lakes, Florida 33014
Christine Tavaréz-Gonzalez	8571 NW 14th Street Pembroke Pines, Florida 33024
Denise Perera	6295 Palm Avenue Hialeah, Florida 33012
Maylin Leon	8486 NW 103rd Street, #108 Hialeah Gardens, Florida 33016
Steven E. Varela	P.O. Box 565213 Miami, FL 33256

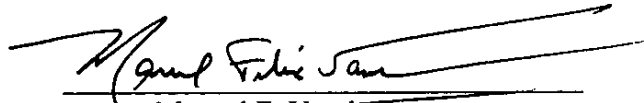
13. **Officers.** The officers of the Corporation shall be those specified in the By-Laws, and officers shall be elected as provided in the By-Laws.

14. **By-Laws.** The By-Laws of the Corporation shall be made, and may be altered or rescinded as provided in the By-Laws.

15. **Stock.** The Corporation shall have no stock.

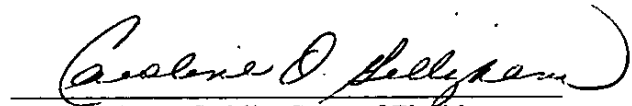
16. **Dissolution.** Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the exempt purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for educational and charitable purposes that at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board shall determine. Any such assets not so distributed by the Board shall be distributed by the Circuit Court of the county in which the Corporation's principal office is then located, exclusively for purposes described in Section 170(c)(2)(B) of the Code. The use of any surplus funds for private inurement to any person in the event of a sale of the assets or dissolution of the Corporation is expressly prohibited.

For the purpose of forming this not for profit corporation under the Laws of the States of Florida, the undersigned, being the Incorporator of this Corporation, has executed these Articles as of this 17 day of July, 2006.

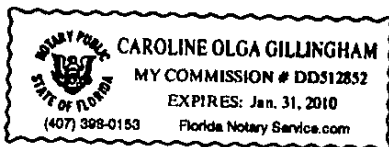

Manuel F. Varela, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

This instrument was acknowledged before me this 17 day of July, 2006 by Manuel F. Varela, who is personally known to me or has produced _____ as identification.


Notary Public, State of Florida

My commission expires:



ACCEPTANCE BY REGISTERD AGENT

The undersigned, having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 17 day of July, 2006.

By: _____

Manuel F. Varela, Registered Agent

FILED
2006 JUL 25 P 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
INDEPENDENT TEACHERS OF SOUTH FLORIDA, INC.,
(A FLORIDA NOT FOR PROFIT CORPORATION)

FILED

2006 JUL 26 P 2:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MANUEL F. VARELA

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5.2 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 its exempt purposes. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The Corporation shall not participate in, 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(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code.

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Steven E. Varela	P.O. Box 565213 Miami, FL 33256

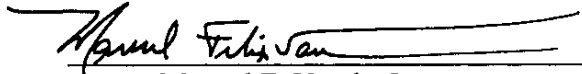
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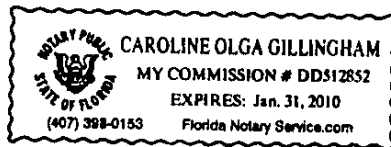

Manuel F. Varela, Incorporator

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

This instrument was acknowledged before me this 17 day of July, 2006 by Manuel F. Varela, who is personally known to me or has produced _____ as identification.


Notary Public, State of Florida

My commission expires:



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Dated this 17 day of July, 2006.

By: Manuel F. Varela
Manuel F. Varela, Registered Agent

FILED
2006 JUL 25 P 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA