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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton NOV 09 2006

COVER LETTER

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

SUBJECT: American Learning Foundation, 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

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate Status

\$8.75

One-Extra-Certified-Copy

\$8.75

One-Extra-Certificate-of-Status

\$105.00

Check-Total

ADDITIONAL COPY REQUIRED

Kristina Hayes

FROM: 1835 SW 102 CT

Name (Printed or typed)

Miami, FL 33165

Address

305-221-3836

City, State & Zip

Daytime Telephone number

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

ARTICLES OF INCORPORATION OF
AMERICAN LEARNING FOUNDATION, INC.
In Compliance with Chapter 617, F.S., (Not for Profit)

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Chapter 617, F.S., (Not for Profit) and permitted under 26 U.S.C. 501 (c)(3) do hereby certify:

ARTICLE I NAME

The name of the corporation shall be: American Learning Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be: 8050 SW 132nd COURT, Miami, Miami-Dade County, Florida 33183. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is for not-for-profit purposes permitted under 501 (c) (3), a public charity. Specifically, but not limited to, this corporation will be involved in providing educational and guidance services to aid the community by helping underprivileged at-risk youths, students, families, and small businesses. The goals of the corporation are a commitment to keeping children off the streets and assist in having them excel in school by providing a safe and fun learning environment by providing, but not limited, to teaching their school's subject matter, computer skills, English as a second language and/or a foreign language through the use of educational software technology and multimedia equipment. Additional goals are to provide guidance, vocational, and career/job development counseling that will be implemented by means of support groups; in which scholarships will be awarded based on a predetermined and qualified need. The American Learning Foundation, Inc. is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI MANNER OF ELECTION

The manner in which the Directors are elected or appointed shall be regulated by the Bylaws.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII INITIAL DIRECTORS AND/OR OFFICERS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time in accordance with the Bylaws. The names and addresses of the persons who are the initial trustees of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Josefina Villarreal <i>President/Director</i>	8050 SW 132 nd COURT Miami, FL 33183
Jose DeRobertis <i>Vice-President/Director</i>	4344 SW 129 th AVENUE Miami, FL 33175
Kristina Hayes <i>Secretary/Treasurer/Director</i>	1835 SW 102 nd COURT Miami, FL 33165

ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida Street address of the registered agent is as follows:

<u>Name</u>	<u>Address</u>
Kristina Hayes <i>Registered Agent</i>	1835 SW 102 nd COURT Miami, FL 33165

Pursuant to the provisions of the section 607.0501, Florida Statutes, The Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the office/registered agent, in the State of Florida.

American Learning Foundation, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Miami-Dade, State of Florida, has named Kristina Hayes, located at 1835 SW 102nd COURT, City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

Acknowledgement: *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.*



Kristina Hayes, Registered Agent

11/07/2006

Date

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON ITS PROCESS MAY BE SERVED.

ARTICLE X AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and all the Directors must sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation is made.

ARTICLE XI LIMITATIONS

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third hereof.
2. 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 or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
3. Notwithstanding any other provision of these articles, 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE XII DISSOLUTION

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 Internal Revenue 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII BYLAWS

The Bylaws of the corporation shall be adopted by the Board of Directors.

ARTICLE IX INCORPORATORS

The name and address of the Incorporators are as follows:

Josefina Villarreal

8050 SW 132nd COURT
Miami, FL 33183

Jose DeRobertis

4344 SW 129th AVENUE
Miami, FL 33175

Kristina Hayes

1835 SW 102nd COURT
Miami, FL 33165

In witness whereof, the undersigned being the original incorporators, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and hereunto sealed and subscribed our names this day of November 7th, 2006.



Josefina Villarreal, *Incorporator*

11/07/2006

Date



Jose DeRobertis, *Incorporator*

11/7/06

Date



Kristina Hayes, *Incorporator*

11/07/2006

Date
