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**THE DENMAN LAW FIRM**  
ATTORNEYS AND COUNSELORS AT LAW

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February 15, 2007

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: THE UNIVERSITY OF FONDWA, USA, INC.

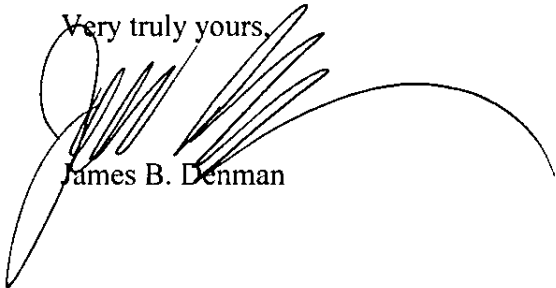
Dear Sir or Madam:

Enclosed herewith please find original Articles of Organization for UNIVERSITY OF FONDWA, USA, INC. and an extra copy of the same for certification. Please kindly accept these Articles of Organization for filing and return a certified copy to our office at your earliest convenience.

Our firm's check in the total sum of \$78.75 constituting \$70.00 filing fees and \$8.75 for a certified copy is enclosed.

Thanking you for your anticipated kind cooperation and courtesies, I am

Very truly yours,

  
James B. Denman

JBD/mjg  
Enclosures

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

*of*

**THE UNIVERSITY OF FONDWA, USA, INC.**

**ARTICLE I**

**Name**

The name of this corporation is **THE UNIVERSITY OF FONDWA, USA, INC.**

**ARTICLE II**

**Address**

The principal place of business and mailing address of this corporation shall be: 1995 East Oakland Park Boulevard, Suite 105, Fort Lauderdale, Florida 33306.

**ARTICLE III**

**Purposes**

The general purposes for which this corporation is organized are:

1. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

2. Without in any way limiting the foregoing general purposes, the specific purpose of the Corporation shall be to create and implement educational programs designed to encourage students in disadvantaged communities and to further the skills necessary to enhance their educational opportunities

**ARTICLE IV**

**Powers**

Except as limited by these Articles of Incorporation or its by-laws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations pursuant to Chapter 617, Florida Statutes and other applicable law.

**ARTICLE V**

**Limitations on Activities**

**Section 1.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes as set forth in Article II hereof), and no member, director or officer of the Corporation or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation; provided, however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise in the manner set forth in Article VI hereof.

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FLORIDA

Section 2. The Corporation shall not, as a substantial part of its activities, carry on propaganda, lobby, or otherwise attempt to influence legislation. The Corporation shall not participate in any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities which may not be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible by the donor under Section 170(c)(2) of the Code.

Section 4. The Corporation shall not invest or conduct other activities that would cause the Corporation to become a "private foundation," as such term is defined in Section 509 of the Code.

## **ARTICLE VI**

### **Dissolution**

Upon the dissolution of the Corporation, the Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501 (c)(3) and 170(c)(2) of the Code or to the government of the United States, the state of Florida or any city or county within the state of Florida exclusively for public purposes. Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for the aforementioned purposes, or to such organization and operated exclusively for the aforementioned purposes.

## **ARTICLE VII**

### **Terms of Existence**

This Corporation shall have perpetual existence, unless dissolved according to law.

## **ARTICLE VIII**

### **Non-Stock Corporation**

This Corporation shall not have or issue shares of stock. It may have and issue membership certificates that shall state prominently on the face of such certificate that such certificates are not transferable and that the Corporation is a not-for-profit organization.

## **ARTICLE IX**

### **Membership**

The membership of the Corporation shall be open to all persons regardless of race, color, creed, sex or national origin and shall initially only consist of voting members, which shall include the persons constituting the Board of Directors and such additional persons as they may by majority vote from time to time elect.

The qualifications for Membership, the manner of admission to Membership, shall be governed and regulated by the by-laws of the Corporation. The by-laws may also provide for additional classes of Members.

## **ARTICLE X**

### **Board of Directors**

**Section 1.** The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

**Section 2.** The names and addresses of the persons who are to serve as the initial Directors of the Corporation are:

**Michael Haerting  
7717 Byron Avenue, #8  
Miami Beach, FL 33141**

**Franz Minuty  
819 Mendoza Drive  
Kissimmee, FL 34758**

**Kevin Meehan, PHD  
10537 Jepson Street  
Orlando, FL 32825**

**Section 3.** The number of Directors of the Corporation shall be not less than three. Subject to the foregoing, the number of Directors may be changed from time to time as provided in the by-laws.

**Section 4.** Directors shall be elected, removed and hold office as provided in the by-laws.

## **ARTICLE XI**

### **Officers**

**Section 1.** The officers of the Corporation shall include a President, a Secretary, a Treasurer and other officers as designated in the by-laws. The same individual may simultaneously hold more than one office.

**Section 2.** The officers shall have such powers and responsibilities and shall be elected, removed and hold office as provided in the by-laws.

## **ARTICLE XII**

### **Registered Office and Agent**

**Section 1.** The street address of the registered office of this Corporation is 1995 East Oakland Park Boulevard, Suite 105, Fort Lauderdale, Florida 33306.

**Section 2.** The name of the registered agent of this Corporation located at the address of the registered office is James B. Denman.

**Section 3.** I hereby state that I, James B. Denman, am familiar with and accept the duties and responsibilities as registered agent.

**ARTICLE XIII**

**By-Laws**

The power to adopt, alter, amend or repeal by-laws for the Corporation shall be vested only in the Directors, as more specifically provided in the by-laws.

**ARTICLE XIV**

**Amendment to Articles of Incorporation**

These Articles of Incorporation may be amended by the Directors in accordance with the procedure set forth in Chapter 617 of the Florida Statutes, as amended. Those Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), director, or officer of the Corporation or any other person to share in any of the Corporation's assets.

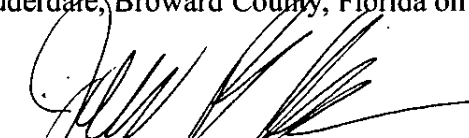
**ARTICLE XV**

**Incorporator**

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
James B. Denman	1995 East Oakland Park Boulevard Suite 105 Fort Lauderdale, Florida 33306

EXECUTED by the undersigned at Fort Lauderdale, Broward County, Florida on this 15th day of February, 2007.

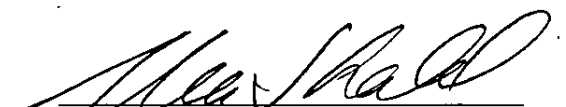
  
 \_\_\_\_\_  
 JAMES B. DENMAN

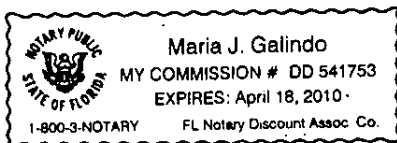
STATE OF FLORIDA

COUNTY OF BROWARD

PERSONALLY appeared James B. Denman before the undersigned authority on this 15th day of February, 2007 before me a Notary Public duly authorized in the State and County of aforesaid to take acknowledgments, who is [X] personally known to me, and who is known to be the person described as a subscriber in the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to and executed said Articles of Incorporation and who [ ] did  did not take an oath.

WITNESS my hand and official seal the day and year last aforesaid.

  
 \_\_\_\_\_  
 Maria J. Galindo, Notary Public  
 Commission No.: DD541753  
 My Commission Expires: April 18, 2010



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