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FLORIDA PROFIT/NON PROFIT CORPORATION

The Panama ProEducation Group, Inc.

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Articles of Incorporation
Of

The Panama ProEducation Group, Inc.

In compliance with chapter 617, F.S., (Not for Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation shall be:
The Panama ProEducation Group, Inc.
2. The principal place of business of this corporation shall be:
10540 NW 26th Street, Suite G-204, Miami, FL 33172
3. The mailing address of this corporation shall be:
10540 NW 26th Street, Suite G-204, Miami, FL 33172
4. The Purpose for which the corporation is organized is:

To provide, in Panama, quality educational reinforcement and enrichment opportunities for students and for all who promote learning within Panamanian schools and communities. To raise monies by any lawful means in the United States and elsewhere to carry out its purpose and mission.

Among the methods employed to effectuate this purpose and carry out our mission are:

- i. "Students Supporting Students" - This program unites students from public and private schools to work together as responsible members of the Panamanian community through a co-operative effort of restoration and maintenance of Panamanian public schools.
- ii. "Teachers Teaching Teachers" - This program develops a collegial leadership network to support school improvement through enhanced professional training of educators in Panama.
- iii. "Time & Talent Mentoring Project" - This program strives to teach all students that (i) they are gifted and talented in their own way, and (ii) they have a duty to share their time and talents with others to provide opportunities for them to do so through interaction with other students, and with other charitable, civic and social groups.
- iv. "School-Year Tutoring Project" - This program arranges
- v. for students who need additional reinforcement and academic support in all curriculum areas to have tutors assigned to and work with them to train and assist said tutors as needed.
- vi. "Supporting Those Who Help Others" - This program supports, through donations of books, labor, and monies, other non-profit foundations and organizations within Panama which help those in need, physically, materially, and spiritually.

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The organization is NOT empowered to distribute or award certificates or degrees of learning, or any similar certification or acknowledgment.

To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers except as permitted under Article 5 of the Not-for-Profit Corporation Law.

Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations qualifying as an exempt organization from Federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

To engage in any act or activity for which corporations may be formed under the General Corporations Law, provided that the corporation shall not engage in any act or activity which requires the consent or approval of any State official, department, board, agency or any other body, without first having obtained such consent.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the corporation shall have and may exercise all of the powers conferred by the Not for Profit Corporation Law upon corporation formed there under, subject to any limitations contained in any statute of the State of Florida.

5. 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. 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. 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.
6. 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.
7. The manner in which the directors are elected or appointed is as stated in the bylaws.

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8. The name and addresses of the initial directors/officers:

Debbie Psychoyos, 10540 NW 26th Street, Suite G-204, Miami, FL 33172

Ana Lisa Quijano de Guardia, 10540 NW 26th Street, Suite G-204, Miami, FL 33172

Patricia Galindo de Orillac, 10540 NW 26th Street, Suite G-204, Miami, FL 33172

9. The name and Florida street address of the registered agent is:

Ana Rivera, 10540 NW 26th Street, Suite G-204, Miami, FL 33172

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.




Ana Rivera
Registered Agent

10. The name and address of the Incorporator is:

Summer Deitz, 46 State Street, 3rd Floor, Albany, NY 12207

In Witness Whereof, the undersigned incorporator affirms under the penalties of perjury that the statements contained herein are true.

Date: August 1, 2008



Summer Deitz
Incorporator

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