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2009 APR 20 P 4:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APR 21 2009  
D.A. WHITE

## COVER LETTER

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

**SUBJECT:** UTD Teaching Excellence 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  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Patricia Ireland, Esquire  
Name (Printed or typed)

9360 SW 72 Street, Suite 283  
Address

Miami, Florida 33173  
City, State & Zip

305-412-8322  
Daytime Telephone number

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

ATTORNEYS AT LAW

9360 SW 72 STREET, SUITE 283  
MIAMI, FLORIDA 33173  
Tel: (305) 412-8322  
Fax: (305) 412-8299

April 17, 2009

Dale White, Regulatory Specialist II  
New Filing Section  
Department of State  
Division of Corporation – Clifton Bldg.  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Dear Mr. White:

Should you have any questions, please do not hesitate to contact me. Thank you.

Edw. Ireland

PI/mjm  
Enclosures

**ARTICLES OF INCORPORATION** **FILED**  
**OF**  
**UTD TEACHING EXCELLENCE FOUNDATION, INC.**  
**A Florida Not-for-Profit Corporation**

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SECRETARY OF STATE

The undersigned, acting as incorporator of a corporation under Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

**A. NAME OF CORPORATION:** The name of the corporation is UTD Teaching Excellence Foundation, Inc.

**B. PRINCIPAL OFFICE:** The principal office of the corporation is located at 2200 Biscayne Boulevard, Miami, FL 33137.

**C. MAILING ADDRESS:** The mailing address of the corporation is 2200 Biscayne Boulevard, Miami, FL 33137.

**D. REGISTERED AGENT:** The name of the registered agent of the corporation is Patricia Ireland. The address of this registered agent is 9360 SW 72 Street, Suite 283, Miami, FL 33173.

**E. DURATION/MEMBERSHIP:** The period of duration is perpetual. The corporation shall not have members.

**F. BOARD OF DIRECTORS:** The initial Board of Directors shall consist of the following: Karen Aronowitz; Artie Leichner; Fedrick Ingram; Tom Gammon; Karen Gant; Angie Gonzalez; and Ingrid Robledo. The method of selection and number of future members of the Board of Directors shall be stated in the bylaws.

**G. INCORPORATOR:** The name and address of the incorporator is: Patricia Ireland, 9360 SW 72 Street, Suite 283, Miami, FL 33173

**H. CORPORATE PURPOSES:** The purposes of this corporation shall consist of the following:

- 1. GENERAL:** To provide support and opportunities for teachers (i) to deepen their understanding of teaching and learning; (ii) to enhance their abilities as leaders in the field of teaching; (iii) to promote and enhance teacher professionalism; (iv) to gather together as teachers for professional conversations; and (v) to provide support for student learning;

2. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies;

**3. 501(c)3 LIMITATION:** Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) 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 (ii) 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. EXCLUSIVITY:** The corporation is organized exclusively for charitable and educational purposes.

**5. NO PRIVATE INUREMENT:** 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 H.1 and 2 hereof.

**6. LOBBYING AND POLITICAL CAMPAIGNS:** 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.

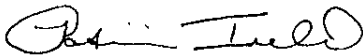
**7. DISSOLUTION:** Upon the dissolution of the corporation, assets remaining after payment of all debts and liabilities shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, 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

**I. INDEMNIFICATION** - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding

by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

#### EXECUTION

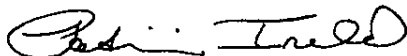
These Articles of Incorporation are hereby executed by the incorporator on this 17<sup>th</sup> day of April, 2009



Patricia Ireland, Incorporator

#### REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for UTD Teaching Excellence Foundation, Inc. a Florida not-for-profit corporation.



Patricia Ireland

Date: APRIL 17, 2009

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED