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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10 DEC 13 PM 5:10

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## COVER LETTER

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

**SUBJECT:** Summer Academic Exchange Foundation, (SAEF), 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:** Florence Harewood-Guerrier, Esq.  
Name (Printed or typed)

505 NW 214th Street, # 106  
Address

Miami, Florida 33169  
City, State & Zip

(305)308-7913  
Daytime Telephone number

fhguerrier@gmail.com  
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 17, 2010

FLORENCE HAREWOOD-GUERRIER, ESQ.  
505 NW 214TH STREET, #106  
MIAMI, FL 33169

SUBJECT: SUMMER ACADEMIC EXCHANGE FOUNDATION, (SAFE), INC.  
Ref. Number: W10000053946

We have received your document for SUMMER ACADEMIC EXCHANGE FOUNDATION, (SAFE), INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

An effective date may be added to the Articles of Incorporation if a 2011 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

Letter Number: 910A00027028

**ARTICLES OF INCORPORATION**  
**OF**  
**Summer Academic Exchange Foundation, Inc.**  
**A Florida "Not for Profit" Corporation**

APPROVED  
AND  
FILED  
10 DEC 14 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.0202 of the Florida Not for Profit Corporate Act, the undersigned, does hereby execute and submit for filing with the Florida Department of State these Articles of Incorporation as follows:

**ARTICLE I- NAME OF CORPORATION**

The name of the corporation is SUMMER ACADEMIC EXCHANGE FOUNDATION, INC., (the Corporation”).

**ARTICLE II- PRINCIPAL OFFICE**

The principal office of the corporation is located at: 505 NW 214<sup>th</sup> Street, Suite 106, Miami, Florida 33169.

**ARTICLE III-MAILING ADDRESS**

The mailing address of the corporation is 505 NW 214<sup>th</sup> Street, Suite 106, Miami, Florida 33169.

**ARTICLE IV-REGISTERED AGENT**

The name of the registered agent of the corporation is Jean W. Guerrier, Jr., The address of this registered agent is 505 NW 214<sup>th</sup> Street, Suite 106, Miami, Florida 33169.

**ARTICLE V-DURATION/MEMBERSHIP**

The period of duration is perpetual. The qualification for members, if any and the manner of their admission shall be regulated by the bylaws.

**ARTICLE VI-BOARD OF DIRECTORS**

Management of the affairs of the Corporation is to be vested in its Board of Directors. The Corporation's directors shall be elected or appointed as set forth in the Corporation's bylaws. The names and addresses of the persons who are to serve as the initial directors of the Corporation until the first annual meeting or until their successors are duly elected and qualified are:

Florence Harewood-Guerrier, Esq.

505 NW 214<sup>th</sup> Street, #106  
Miami, Florida 33169

Jean W, Guerrier Jr.

505 NW 214<sup>th</sup> Street, #106  
Miami, Florida 33169

Angela Williams

505 NW 214<sup>th</sup> Street, #106  
Miami, Florida 33169

Magaly Charles

505 NW 214<sup>th</sup> Street, #106  
Miami, Florida 33169

#### **ARTICLE VII-INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the incorporator is as follows:

**Name**

Florence Harewood-Guerrier, Esq.,

**Address**

505 NW 214<sup>th</sup> Street, Suite 106,  
Miami, Florida 33169.

#### **ARTICLE VIII-CORPORATE PURPOSE**

This corporation is organized and shall operate exclusively for the following charitable and educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law):

1. To functions as a nondiscriminatory repository of opportunities which will provide the means for students born into middleclass, and low income households (Pre K to High School) to be afforded the opportunity to participate in academically enriching high quality learning summer programs in high quality learning setting such as academically elite schools and universities, corporations, government entities, national and international organizations, particularly in the fields of science, medicine, languages, medical research, engineering, technology and entrepreneurship. The purpose of this foundation is to provide access to high quality learning experiences. This foundation is further designed to:

- I. Extend the school year for children from middle and low income household.
- II. Introduce more middleclass, underprivileged and disadvantage kids and minorities to mentorship in the sciences, medicine, medical research, languages, engineering, technology and entrepreneurship which will assist them in navigating their future careers in a particular field
- III. Assist in providing a seamless cradle-to-career educational pipeline, through high quality learning programs.

2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

3. 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, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

4. All of the foregoing purposes shall be exercised for exclusively charitable and educational purposes and in such a manner that the Corporation will qualify as an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

#### **ARTICLE IX-501(c)(3) LIMITATIONS**

In administering its programs and activities and conducting its business, the Corporation shall be subject to the following limitations:

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of the Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Directors, Officers, or Members, or any 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 by Article VIII hereof.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** In the event of a dissolution of the Corporation, the Board of Directors shall after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all the assets of the Corporation exclusively for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States internal revenue law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such exempt purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such exempt purposes.

6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE X-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.

#### **ARTICLE XI- NON-DISCRMINATION**

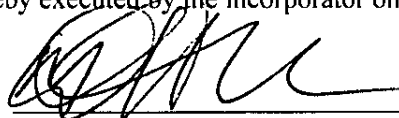
In the administering of its programs and activities, the Corporation shall not discriminate on the basis of race, color, religion, belief, national origin, ancestry, sex or sexual orientation.

#### **ARTICLE XII- EFFECTIVE DATE**

The effective date of this Corporation's existence shall begin on January 01, 2011.

#### **EXECUTION**

These Articles of Incorporation are hereby executed by the incorporator on this 08, day of December, 2010

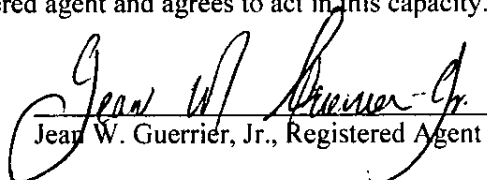


Florence Harewood-Guerrier, Esq., Incorporator

**REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT**

Having been named as registered agent and to accept service of process for SUMMER ACADEMIC EXCHANGE FOUNDATION, INC., at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity.

Dated: December 08, 2010

  
Jean W. Guerrier, Jr., Registered Agent

10 DEC 14 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED