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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

11 JUL 28 AM 9:46

FLORIDA PROFIT/NON PROFIT CORPORATION

The SEED School of Miami, Inc.

Certificate of Status	1
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Page Count	07
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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Articles of Incorporation
of
The SEED School of Miami, Inc.

ARTICLE I - NAME

The name of this corporation shall be The SEED School of Miami, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The initial principal office of the Corporation is located at 1000 Brickell Avenue, Suite 1020, Miami, Florida 33131.

ARTICLE III - MAILING ADDRESS

The mailing address of the Corporation is c/o 1000 Brickell Avenue, Suite 1020, Miami, Florida 33131.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation is located at 11860 Prosperity Farms Road, #221E, Palm Beach Gardens, FL 33410 and its registered agent is Corporate Creations Network Inc.

ARTICLE V - CORPORATE EXISTENCE

The existence of this Corporation shall be perpetual.

ARTICLE VI - CORPORATE PURPOSES

The purpose of the Corporation is to exclusively further and promote charitable, scientific, literary and educational purposes ("Charitable Purposes") within the meaning of those terms as used in section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time (the "Code") (or of the corresponding provision of any future United States Internal Revenue Law), including the purposes of establishing, supporting (including fund raising activities) and operating not-for-profit schools consistent with section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), and other laws applicable to an organization which is described in Sections 501(a) and 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law) and/or contributions to which are deductible under sections 170(c)(2), 2955(a)(2) and 2522(a)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue Law) (an "Exempt Organization"), and for purposes of the foregoing:

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STATE
CORPORATION

to construct, own, lease and operate such facilities as may be reasonably required to support such purposes, to obtain by gift, contribution, deed or lease, real and personal property and funds to be used in connection with such purposes; to solicit and accept in trust or otherwise, money and property to be used for such purposes; and to do any and all lawful activities as permitted by the Florida Not For Profit Corporation Act 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.

The Corporation is not organized for profit or organized to engage in an activity ordinarily carried on for profit. No part of the assets or the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any officer, director, trustee, member or any 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 this Article VI and as permitted by the Florida Not For Profit Corporation Act.

ARTICLE VII - MEMBERS

This Corporation shall have Members. The sole initial member of the Corporation will be The SEED Foundation, Inc., a District of Columbia non-profit corporation (the "Sole Member"). The qualification for Members and the manner of their admission shall be regulated by the bylaws of this Corporation (the "Bylaws"), and the Sole Member may admit any number of additional Members of the Corporation in accordance with the Bylaws. The voting and other rights of each Member, if any, will be as set forth in the Bylaws and these Articles of Incorporation. The quorum and voting requirements for meetings and activities of the Members and notice requirements sufficient to provide notice of any meetings and activities of the Members shall be set forth in the Bylaws.

ARTICLE VIII - BOARD OF DIRECTORS; OFFICERS

The affairs of this Corporation shall be managed by a Board of Directors. The initial number of Directors shall be six, provided that the number may be increased or decreased as stated in the Bylaws, provided that the Board of Directors shall not have less than three Directors. The names and addresses of the individuals who are to serve as the initial Directors of the Corporation until their resignation or removal and the election of their successors as provided in the Bylaws or these Articles of Incorporation are as follows:

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<u>Name</u>	<u>Address</u>
Manuel Medina	501 Brickell Key Drive, Suite 200, Miami, FL 33131
Melanie Damiani	1000 Brickell Avenue, Suite 1020, Miami, Florida 33131
Ariva Budd	215 Ocean Drive West, Stamford, CT 06902
Patrick Gannon	6545 SW 129 Terrace, Pinccrest, FL 33156
Eric Adler	8022 Summer Mill Court, Bethesda, MD 20817
Lisa Walsh	3100 NW 27 th Avenue, Miami, FL 33142

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The method of selection of the Board of Directors shall be stated in the Bylaws. The Corporation shall have such Officers as may be authorized under the Bylaws. The Members may remove and/or replace any Director or all of the Directors upon giving written notice to the Board of Directors that the Board of Directors has violated the terms of its agreement with the SEED Foundation, Inc.

ARTICLE IX - BYLAWS

The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Members. The Bylaws shall provide for qualifications for Members, Directors and Officers, and election, appointment and tenure of Directors and Officers. The Bylaws may contain any other provision for the regulation and management of the affairs of the Corporation not inconsistent with the Act, other applicable law or these Articles of Incorporation.

ARTICLE X - CORPORATE POWERS

The Corporation shall have and exercise any and all powers, rights and privileges afforded corporations not-for-profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article VI.

ARTICLE XI - INDEMNIFICATION

The Corporation shall have the power, to the fullest extent provided by law and as further set forth in the Bylaws, to indemnify any person made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or

penalty on such person for an act or acts alleged to have been committed (including alleged omissions or failures to act) by such person, except as constitute gross negligence or willful misconduct, in his or her capacity as a Director, Officer, employee or agent of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise in which he or she served as such at the request of the Corporation, against judgments, fines, reasonable amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, including any appeal thereof.

ARTICLE XII - AMENDMENTS

The provisions of the Articles of Incorporation or Bylaws may be altered, amended or repealed, or new provisions adopted, at a meeting of the Members at which a quorum is present by a majority vote of those present and voting.

ARTICLE XIII - DISSOLUTION

Upon the dissolution of the Corporation, assets remaining after payment of all liabilities of the Corporation and all costs and expenses of the dissolution shall be distributed to one or Exempt Organizations, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any plan of dissolution and distribution of the assets of the Corporation must comply with these Articles and shall be approved by a majority vote of the Directors present at a meeting in which a quorum is present, and no Member shall be entitled to vote on any such plan of dissolution or distribution of assets.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 28 day of July, 2011.

Lestly Peot

Lestly Peot

PRINTED NAME

ADDRESS

1776 Massachusetts Ave NW
Suite 600 -
Washington DC 20006

SECRETARY OF STATE
CORPORATION DIVISION

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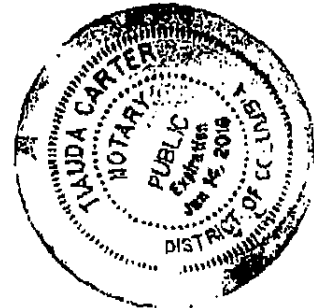
STATE OF Washington DC)
COUNTY OF Washington DC)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Kelsey BOWEN who is either personally known to me or who produced a valid DC Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he or she executed the same.

28 WITNESS my hand and official seal in the County and State aforesaid this day of July, 2011.

T. Carter - C. H.

NOTARY PUBLIC STATE OF FLORIDA Washington DC
My Commission Expires: 01-14-2016



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NOTARY PUBLIC STATE OF FLORIDA

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept the appointment as registered agent for: The SEED School of
Miami, Inc., a Florida not for profit corporation.



for Corporate Creations Network Inc.

W. Philip Palmisano, Special Secretary

July 28, 2011

SECRETARY OF STATE
CORPORATE SERVICES DIVISION

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