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TALLAHASSEE, FLORIDA

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DEC 20 2012

COVER LETTER

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

SUBJECT: United University of Florida, 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: Arturo Yero, PA

Name (Printed or typed)

782 NW LeJune Road, Suite 350

Address

Miami, FL 33126

City, State & Zip

305-444-0884

Daytime Telephone number

arturoyero@ayerolaw.com

E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION
OF
UNITED UNIVERSITY OF FLORIDA, INC.**

A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned, acting as the incorporator of this Not-For-Profit corporation under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be **United University of Florida, Inc.**, hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address principal office and place of business of the Corporation shall be:
**7910 NW 25 Street, Suite 206
Doral, FL. 33122**

ARTICLE III: PURPOSE

Section 1. The Corporation is organized and shall be operated exclusively for educational and scientific purposes and not for pecuniary profit. The Corporation shall be operated exclusively for the benefit of United University of Florida; and as such is organized and operated exclusively to receive, hold, invest, and administer property and to make expenditures to, or for, the benefit of The United University of Florida or for the benefit of any and all properly authorized educational and scientific activities authorized by the Board, this shall include, but not limited to: the promotion and encouragement of, and assistance to, the research and training activities of faculty, staff, and students of The United University of Florida. The Corporation is organized and shall operate exclusively for this exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as now enacted or hereafter amended.

Section 2. Furthermore, the Corporation shall research, seek to establish and expand collaborative relationships with business entities, commercial enterprises and other organizations engaged in commerce to understand the real-world needs of these institutions regarding workforce preparedness. The corporation shall seek to develop didactic, educational and other instructional materials (the Curricula) to ensure that the graduating student has the necessary, pertinent and essential skill-sets to compete, perform and excel in the current marketplace of the student's chosen field of study.

Section 3. The Corporation, as an integral part of its purpose recognizes the need to identify, engage and collaborate with the Nation's Veterans, Service-Disabled Veterans and their families in order to ensure that they receive the maximum assistance that is due them for their vast, incalculable and truly immeasurable service to all; in protecting our rights, freedoms and liberties.

Section 4. No part of the net earnings of the Corporation shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying out of a program of

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propaganda, lobbying or otherwise attempting to influence legislation. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3).

ARTICLE IV: MANNER OF ELECTION

The Directors shall be nominated, elected and appointed as provided in the Corporation's Bylaws.

ARTICLE V: ADDITIONAL PROVISIONS/ EXEMPTION REQUIREMENTS

Section 1. TAX EXEMPTION REQUIREMENTS

The Corporation shall safeguard that any salaries, wages, together with fringe benefits or other forms of compensation (i.e. transportation and other allowances) paid to, or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this 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, this Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Section 2. DURATION AND (OR) DISSOLUTION

This Corporation shall commence corporate existence upon the date of signing these articles of incorporation by the incorporators and shall have perpetual existence unless it shall be dissolved pursuant to the laws of the State of Florida, the Corporate Bylaws, while in full compliance to all Internal Revenue Service regulations concerning dissolution of tax-exempt organization.

In the event of dissolution of this organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed, disseminated and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding section of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

However, if the named recipient is not then in existence or no longer a qualified distribute, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the

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Internal Revenue Code; and shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Section 3. SHAREHOLDERS

The corporation shall have no shareholders.

Section 4. INDEMNIFICATION

Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when each person is serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law.

Section 5. AMENDMENTS

All references in these Articles of Incorporation are deemed to include any amendment or successor thereto.

ARTICLE VI: INITIAL OFFICERS AND/OR DIRECTORS

Section 1. The management and affairs of the Corporation shall be at all times under the direction of the President and/or the Board of Directors, whose operations in governing the Corporation shall be defined by statutes and by the Corporation's By-laws. No Director shall have any right, title, or interest in, or to, any property of the Corporation.

Section 2. The officers of this corporation shall be a President, Secretary, Treasurer, and such other officers as may be provided for in the Bylaws.

Section 3. The qualifications of officers; the time and manner of electing or appointing them, the duties of, and the term of office; and the manner of removing officers shall be as set forth in the Bylaws.

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Section 4. The names of the persons who are to serve as officers of the Corporation until their successors are elected and qualified are:

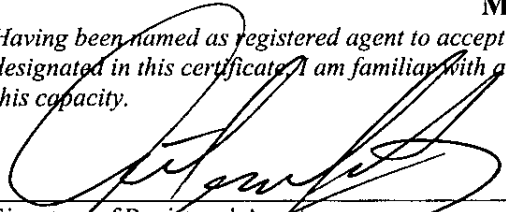
President: Onofrio Azzaretto
Secretary/ Treasurer: Haissam Elannan
Director: Kevin Lee Humes

ARTICLE VII: INITIAL REGISTERED AGENT AND ADDRESS

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

**Arturo Yero, PA
782 NW Le June Road
Suite 350
Miami, Fl. 33126**

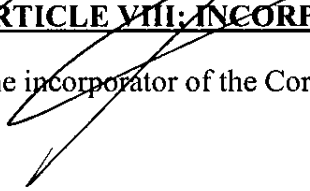
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature of Registered Agent



Date

ARTICLE VIII: INCORPORATOR

The incorporator of the Corporation is:


Haissam Elannan
19867 NW 85th Avenue
Miami Fl 33015

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in 817.55, F.S.


Signature Incorporator


Date

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12 DEC 19 PM 4: 07
SECRETARY OF STATE
TALLAHASSEE, FL 32399