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PO BOX 14610

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CITIZENS LIFTING UP EDUCATION, INC.
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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
CITIZENS LIFTING UP EDUCATION, INC.

FILED
95 JUL 11 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator for the purpose of forming a not for profit corporation, pursuant to chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the Corporation shall be CITIZENS LIFTING UP EDUCATION, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 4965 N. University Drive, Lauderhill, Florida 33351.

ARTICLE III
PURPOSE

The purposes for which the corporation is organized are as follows:

A. To receive and administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code") and to give funds and property from time to time to other organizations to be used for held for use directly in carrying out one or more such purposes. Among these purposes to establish a school for children with an Afro-centric emphasis.

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the corporation.

C. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Florida.

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CHARLES B. PEARLMAN, ESQ., FL BAR # 235547
ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 EAST LAS OLAS BOULEVARD, SUITE 1900
FORT LAUDERDALE, FLORIDA 33301
PHONE NO.: (305) 763-1200

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ARTICLE IV TERM

Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.

ARTICLE V POWERS

The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles; provided, however, that notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

The Corporation shall not issue shares of stock and shall not distribute any part of its income to its members, directors or officers, provided, however, that the Corporation may pay compensation in a reasonable amount to its members, directors, officers and employees for services rendered and may confer benefits upon its members in conformity with its purposes.

ARTICLE VI LIMITATIONS

The corporation shall be operated exclusively for charitable, educational and scientific purposes as a nonprofit corporation. No individual director of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any director, trustee, officer, member or any private shareholder or individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VII MEMBERS

Qualification for membership in the Corporation, the manner of members' admission and membership voting rights shall be provided for in the Bylaws of the Corporation.

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ARTICLE VIII
DIRECTORS

A. Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors.

B. Number. The number of Directors shall be determined from time to time in accordance with the Bylaws, but shall never be less than three Directors and, in the absence of any such determination, shall be three Directors.

C. Election, removal. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

D. Initial Directors. The names and addresses of the initial Directors to hold office until the first annual meeting of members and until their successors shall have been elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
E. Lorna Bryan	4965 N. University Drive Lauderhill, Florida 33351
Fernando Gutierrez	4965 N. University Drive Lauderhill, Florida 33351
Lipton McKenzie	4965 N. University Drive Lauderhill, Florida 33351

ARTICLE IX
REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
E. Lorna Bryan	4965 N. University Drive Lauderhill, Florida 33351

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ARTICLE X
INCORPORATOR

The name and street address of the person signing these Articles are as follows:

NameAddress

E. Lorna Bryan

4965 N. University Drive
Lauderhill, Florida 33351

ARTICLE XI
BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.

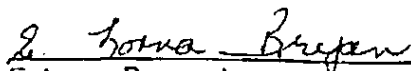
ARTICLE XII
AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XIII
DISSOLUTION

In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt from federal income tax as organizations described in Section and 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Law, or to the federal, state, or local government for exclusively public purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of July, 1995.


E. Lorna Bryan, Incorporator

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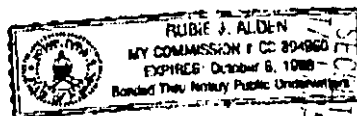
STATE OF FLORIDA)
) ss
 COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, personally appeared E. Lorna Bryan, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 10 day of July, 1995.

Rubie J. Alden
 Notary Public, State of Florida

My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of CITIZENS LIFTING UP EDUCATION, INC., simultaneously with my being designated, as made in the foregoing Articles of Incorporation. I state that I am familiar with, and accept, the obligations of that position

E. Lorna Bryan
 E. Lorna Bryan

Date: July 10, 1995.

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