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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: INTERNATIONAL ASSOCIATES IN GLOBAL EDUCATION, INC.

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## THIS INSTRUMENT PREPARED BY:

HAM A. CARTER, Esquire  
9370 Sunset Drive  
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ARTICLES OF INCORPORATION

OF

INTERNATIONAL ASSOCIATES IN GLOBAL EDUCATION, INC.

The undersigned natural persons, competent to contract under the laws of the State of Florida, acting as subscribers of these Articles, under the provisions of Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the purpose of becoming incorporated under the laws of the State of Florida applicable to a corporation not for profit.

## ARTICLE I

NAME

The name of the corporation is INTERNATIONAL ASSOCIATES IN GLOBAL EDUCATION, INC.

## ARTICLE II

NATURE OF BUSINESS, PURPOSES AND POWERS

The general nature of the business to be transacted by this corporation, not for pecuniary profit, and its purposes and powers, are as follows:

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a) To organize, coordinate, and promote educational seminars, meetings, training sessions, classes, presentations, courses, or other gatherings to foster, enhance and encourage global education and global awareness.

b) To foster, promote, and encourage public interest in global education and global awareness.

c) To educate and inform the public about global education and global awareness.

d) To encourage and promote a global perspective and global awareness in all levels and areas of education.

e) To urge members and educators to adopt and incorporate global awareness in educational curricula.

f) To do all in its power to protect and advance the interests of global awareness and global education by encouraging members and educators to interact with members of, and learn more about, other cultures.

g) To build, erect, construct, lease or otherwise acquire, manage, occupy, maintain, and operate buildings and/or offices.

h) To hire and employ agents, servants, and employees, and to enter into agreements of employment.

i) To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation.

j) To enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

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k) To carry on any business or activity permitted by the laws of Florida and of the United States that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in the Florida Statutes, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world, provided that such business or activity is not inconsistent with the nonprofit nature, function, and purpose of this corporation.

1) This corporation shall not be conducted or operated for profit, and no part of any profits, remainder or residue from dues or donations to the corporation shall inure to the benefit of any member or individual.

#### ARTICLE III

##### INTERNAL REVENUE CODE

This organization is organized exclusively for nonprofit, educational, religious and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, INTERNATIONAL ASSOCIATES IN GLOBAL EDUCATION, INC. shall not carry on activities not permitted to be carried on (a) by an educa-

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tional, religious or charitable nonprofit organization or other like entity such as INTERNATIONAL ASSOCIATES IN GLOBAL EDUCATION, INC. with exemption from Federal income taxes under the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) or (b) by an educational, religious or charitable nonprofit organization or other like entity such as INTERNATIONAL ASSOCIATES IN GLOBAL EDUCATION, INC. contributions to which are deductible under the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of the Internal Revenue Code (or corresponding section of any future 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 the court of common pleas 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.

#### ARTICLE IV

##### INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than Five Hundred Dollars (\$500.00).

#### ARTICLE V

##### TERM OF EXISTENCE

This corporation is to exist perpetually.

## ARTICLE VI

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

Global Awareness Program  
Florida International University  
College of Education  
S. W. 8th Street at S. W. 107th Avenue  
Miami, Florida 33199

The Board of Directors may from time to time move the principal office to any other address in Florida.

## ARTICLE VII

DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased, from time to time, by and as provided in bylaws adopted by the Members. The method in which directors are elected or appointed shall be as stated in the bylaws adopted by the Members.

## ARTICLE VIII

INITIAL DIRECTORS AND RESIDENT AGENT

The names and addresses of the first Board of Directors are:

JAN L. TUCKER  
Global Awareness Program  
Florida International University  
College of Education  
S. W. 8th Street at S. W. 107th Avenue  
Miami, Florida 33199

TONI FUSSELL KIRKWOOD  
Global Awareness Program  
Florida International University  
College of Education  
S. W. 8th Street at S. W. 107th Avenue  
Miami, Florida 33199

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GLORIA E. VITAL-VALDES  
Global Awareness Program  
Florida International University  
College of Education  
S. W. 8th Street at S. W. 107th Avenue  
Miami, Florida 33199

The name and address of the initial Resident Agent is:

SAM A. CARTER, Esquire  
9370 Sunset Drive  
Suite A-255  
Miami, Florida 33173

ARTICLE IX

SUBSCRIBERS

The names and post office addresses of the subscribers of these Articles of Incorporation are:

JAN L. TUCKER  
Global Awareness Program  
Florida International University  
College of Education  
S. W. 8th Street at S. W. 107th Avenue  
Miami, Florida 33199

TONI FUSSELL KIRKWOOD  
Global Awareness Program  
Florida International University  
College of Education  
S. W. 8th Street at S. W. 107th Avenue  
Miami, Florida 33199

GLORIA E. VITAL-VALDES  
Global Awareness Program  
Florida International University  
College of Education  
S. W. 8th Street at S. W. 107th Avenue  
Miami, Florida 33199

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## ARTICLE X

MEMBERS

The corporation shall have Members. Qualifications for membership and the manner of their admission are to be as regulated in the bylaws.

## ARTICLE XI

OFFICERS

The officers of the corporation shall, initially, consist of a President, a Vice President, a Secretary, and a Treasurer. Other officers may be created by the Board of Directors from time to time as the Board shall determine and in the manner provided in the Bylaws. The names and addresses of each initial officer of the corporation are:

JAN L. TUCKER, President  
Global Awareness Program  
Florida International University  
College of Education  
S. W. 8th Street at S. W. 107th Avenue  
Miami, Florida 33199

TONI FUSE KIRKWOOD, Vice President  
Global Awareness Program  
Florida International University  
College of Education  
S. W. 8th Street at S. W. 107th Avenue  
Miami, Florida 33199

GLORIA E. VITAL-VALDES, Secretary  
Global Awareness Program  
Florida International University  
College of Education  
S. W. 8th Street at S. W. 107th Avenue  
Miami, Florida 33199

GLORIA E. VITAL-VALDES, Treasurer  
Global Awareness Program  
Florida International University  
College of Education  
S. W. 8th Street at S. W. 107th Avenue  
Miami, Florida 33199

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## ARTICLE XII

NONSTOCK BASIS

This corporation is organized under a non-stock basis.  
This corporation shall not issue shares of stock.

## ARTICLE XIII

CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no other act of this corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the officers, members, or directors of this corporation are pecuniarily or otherwise interested in, or are stockholders, members, directors or officers of such other corporation. Any officer, member, or director of this corporation, or any firm or association of which any officer, member, or director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such person or such firm or association is so interested shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken; and any director of this corporation who is also a director or officer of such other corporation or who is so interested at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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Any director of this corporation may vote upon any contract or other transaction between this corporation, any subsidiary or affiliated corporation without regard to the fact that he or she is also a director of such subsidiary or affiliated corporation.

## ARTICLE XIV

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the members' meeting by a majority entitled to vote thereon, unless all the directors and all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Jan L. Tucker  
JAN L. TUCKER

Toni Fuss Kirkwood  
TONI FUSS KIRKWOOD

Gloria E. Vital-Valdes  
GLORIA E. VITAL-VALDES

ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Sam A. Carter  
SAM A. CARTER, RESIDENT AGENT  
INTERNATIONAL ASSOCIATES IN  
GLOBAL EDUCATION, INC.

96 JUN -5 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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