

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Articles

1.) Institute For Quality Education, Incorporated
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF REVENUE

ARTICLES OF INCORPORATION
OF
INSTITUTE FOR QUALITY EDUCATION, INCORPORATED

The undersigned, subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes.

ARTICLE I
NAME

The name of this corporation ("Corporation") is:

INSTITUTE FOR QUALITY EDUCATION, INCORPORATED

ARTICLE II
PURPOSES

The purposes for which the Corporation is organized are:

To receive and maintain personal or real property, or both: and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for educational and other charitable purposes, including;

To identify the continuing educational needs of healthcare and other professionals;

To provide healthcare and other professionals, and persons, with continuing educational information;

To provide educational services and materials for professionals (including health professionals and others), organizations, and members of the public;

To provide continuing educational seminars to such persons.

These purposes may be effectuated either directly, or by contributions to, or activities undertaken in cooperation with, other organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended;¹

¹Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

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The purposes for which this Corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Code: and, notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Code Section 501(c)(3), contributions to which are deductible for federal income, gift and estate tax purposes. This Corporation is a not-for-profit corporation organized pursuant to the Florida Not For Profit Act.

In furtherance of the foregoing, the Corporation shall be authorized:

(a) To receive assistance, money (as grants or otherwise), real or personal property and any other form of contributions, gift, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the board of directors as required by the bylaws.

(b) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the board of directors, and pay reasonable compensation for the services of such persons.

(c) To distribute, in the manner, form and method, and by the means determined by the board of directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.

(d) To invest and reinvest surplus funds in such securities and properties as the board of directors may from time to time determine.

(e) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.

(f) To contract and be contracted with, and to sue and be sued.

(g) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary: but, this shall not be compulsory unless required by law.

(h) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable

to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.

(i) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

(j) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.

ARTICLE III MEMBERSHIP

The Corporation shall have members, with eligibility for membership being determined in accordance with the Corporation's Bylaws. The Corporation's initial members shall be Dr. April Vogel and Dr. Juan Gonzalez.

ARTICLE IV TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE V INCORPORATOR

The name and address of the incorporator is KTG&S Registered Agent Corporation, One International Place, 100 S.E. 2nd Street, 28th Floor, Miami, Florida 33131.

ARTICLE VI OFFICERS

The names of the officers who are to serve until the first election of officers as provided under these Articles of Incorporation and the Bylaws of the Corporation are:

President	Dr. April Vogel
Vice President	Dr. Juan Gonzalez
Secretary	Dr. Juan Gonzalez
Treasurer	Dr. Juan Gonzalez

The term of the Officers of the Corporation and the manner of their election shall be prescribed and governed by the bylaws of the Corporation.

ARTICLE VII
DIRECTORS

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, a board of directors. The conditions of election to the board of directors and the number of directors (which number shall not be less than 3) shall be as provided in the bylaws.

The initial directors shall consist of:

Daisy C. Amador
1571 West 77 Street
Hialeah, Florida 33014

Neena M. Malik
555 N.E. 34th Street, #1502
Miami, Florida 33137

Kristin M. Lindahl
Department of Psychology
P.O. Box 249229
University of Miami
Coral Gables, Florida 33124

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 100 S.E. 2nd Street, Suite 2800 Miami, Florida 33131, and the initial registered agent of the Corporation at that address is KTG&S Registered Agent Corporation.

ARTICLE IX
DIRECTORS' AND OFFICERS'
COMPENSATION AND INDEMNIFICATION

A. Compensation. A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless employed by the board of directors as: (i) a member of the administrative staff of the Corporation, or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the bylaws.

B. Indemnification. Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees,

reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. Appropriate liability insurance shall be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the board.

C. Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are stockholders or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors or officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, officer or officers, at the meeting of the board of directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the board of directors and the board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the directors present, such interested director or directors, officer or officers to be counted in determining whether a quorum is present but not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE X NONPROPRIETARY LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the members, directors, or officers of the Corporation, or to any other private person; nor shall the Corporation's assets or earnings be expended for the benefit of anyone other than a recipient of funds for charitable, educational and literary purposes; it being intended that all such earnings and assets shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation; and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

In the event that the Corporation can be characterized in any fiscal year(s) as a private foundation within the meaning of Section 509, the Corporation, during the fiscal year(s) of such characterization:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942;

Shall not engage in any act of self-dealing as defined in Section 4941(d);

Shall not retain any excess business holdings as defined in Section 4943(c);

Shall not make any investments in such manner as to subject it to tax under Section 4944; and

Shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal 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.

ARTICLE XI DISPOSITION OF ASSETS

All the property of this Corporation is and shall be irrevocably dedicated to charitable or educational purposes. In the event of the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) and are engaged in activities of the type described in Article II above, as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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 XII BYLAW AMENDMENTS

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the directors in accordance with the provisions of the Bylaws.

ARTICLE XIII
PRINCIPAL MAILING ADDRESS

The principal mailing address of the Corporation is 7333 Miami Lakes Drive, #215, Miami, Florida 33014.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Incorporation, this 9 day of April, 1998.

KTG&S REGISTERED AGENT CORPORATION

By: 

Michael Kosnitzky, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent for INSTITUTE FOR QUALITY EDUCATION, INCORPORATED, a Florida not for profit corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, as Registered Agent and on behalf of the Corporation, hereby acknowledge that I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of the registered agent.

Dated: April 8, 1998

REGISTERED AGENT:

KTG&S Registered Agent Corporation

By: 

Michael Kosnitzky, President

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