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FLORIDA NON-PROFIT CORPORATION

TUTORS ARE US, INC.

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Page Count	06
Estimated Charge	\$78.75

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December 30, 1998

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ARTICLES OF INCORPORATION
OF
TUTORS ARE US, INC.

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We, the undersigned, pursuant to Chapter 617, Florida Statutes, have associated ourselves together and do hereby associate ourselves together, for the purpose of becoming incorporated under the laws of the State of Florida as a corporation not for profit, and adopt the following Articles of Incorporation.

ARTICLE I- CORPORATE NAME

The name of this Corporation is: TUTORS ARE US, INC.

ARTICLE II- TERMS OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE III- NATURE OF BUSINESS AND POWERS

The principal nature and purposes for which this corporation is organized are:

- a) To assist children and adults to develop their potential by aiding in scholastic training, tutoring, employment skills, education and promotion of special productions and classes;
- b) To provide a forum for children and adults regardless of race, age, gender, creed or color to obtain scholastic training, tutoring, scholarships and guidance in the pursuit of their education, expansion of employment opportunities and professional careers.
- c) The corporation shall be empowered to publish newspapers, pamphlets, books and magazines; acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property; real, personal

Prepared By: Luis Fernandez, Esq. FBN#271578
2250 SW 3rd Ave., Suite 201
Miami, FL 33129
Tel: (305)854-5955

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or mixed; as the purposes of the corporation whether express or implied shall require, associate itself with other persons, corporate or natural, for the purpose of becoming a member of an in otherwise associating itself with other corporations or association of a similar or like nature; collect dues, fees, rents, fines, subscriptions and other revenues to the advantage of the corporation and to do and perform all such other acts and things, including those generally allowed by the laws of the State of Florida relative to corporations not for profit, as now existing, or as the law may henceforth provide, as from time may be necessary or expedient in the exercise of any and all of its corporate functions, powers and rights.

g) The promotion of a better understanding amongst the different groups of people in the American community.

h) To do and perform all such acts and things, including those generally allowed by the laws of the United States and the laws of the State of Florida relative to corporations not for profit, as now existing, or as the law may henceforth provide, as from time may be necessary or expedient in the exercise of any and all of its corporate functions, powers and rights.

ARTICLE IV- MEMBERSHIP

This members of this corporation shall be subscribers, and such other persons as may from time to time be elected to membership by the members of the corporation.

ARTICLE V- BOARD OF DIRECTORS

There shall be three (3) members of the initial Board of Directors

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of the Corporation. The Directors shall be appointed every two years by a majority vote. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the membership, but shall never be less than one.

ARTICLE VI- INITIAL DIRECTORS

The name of the initial director(s) of this Corporation and his street addresses are:

<u>NAME</u>	<u>ADDRESS</u>
JOSE L. CERDAN (305) 856-7579	345 S.W. 26th Road Miami, FL 33129
WILFREDO O. ALLEN (305) 541-8875	1444 S.W. 12th Street Miami, FL 33135
LUIS FERNANDEZ (305) 285-0679	205 S.W. 23rd Road Miami, FL 33129

The persons named as initial directors shall hold office for the first two years of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VII-OFFICERS

The affairs of the corporation shall be conducted by a President, Vice President, Secretary and Treasurer. The officers of the corporation shall be appointed by the Board of Directors.

ARTICLE VIII-LIQUIDATION

Provision for the regulation of internal affairs of the Corporation, including the distribution of assets upon dissolution or final liquidation shall require that:

The assets of the corporation shall be dedicated to the purposes hereinabove stated.

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Upon dissolution or final liquidation, such assets shall be distributed by operation of law.

ARTICLE IX- REGISTERED AGENT AND PRINCIPAL OFFICE

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be: Luis Fernandez, Esq. 2250 S.W. 3rd Avenue, Suite 201, Miami, FL 33129. The Address of the Principal office of this Corporation shall be: 2250 S.W. 3rd Avenue, Suite 201, Miami, FL 33129. The Board of Directors from time may move the Registered Office to any other address in the State of Florida.

ARTICLE X- BYLAWS

The Bylaws of the Corporation shall be made by the subscribers hereto and thereafter changed, modified or rescinded by a majority board of the existing membership.

ARTICLE XI- AMENDMENTS

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 membership and approved by a majority.

ARTICLE XII- INCOME DISTRIBUTIONS

The corporation will distribute its income for each year at such time and in such manner that it will not become subject to the tax on undistributed income imposed by section 4392 of the Internal Revenue Code and/or corresponding provisions of any subsequent tax laws.

The corporation will not engage in any act of self-dealing as defined

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in section 4941 (d) of the Internal Revenue Code.

The corporation will not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code.

The corporation will not make any investments in a manner that would subject it to taxes under section 4944 of the Internal Revenue Code.

The corporation will not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code.

ARTICLE XIII INCORPORATORS

The names and residence addresses of the subscribers to these articles of incorporation are:

<u>NAME</u>		<u>ADDRESS</u>
JOSE L. CERDAN	345 S.W. 26th Road	Miami, FL 33129
WILFREDO O. ALLEN	1444 S.W. 12th Street	Miami, FL 33135
LUIS FERNANDEZ	205 S.W. 23rd Road	Miami, FL 33129

IN WITNESS WHEREOF, the undersigned, Incorporators, have executed the foregoing Article of Incorporation on this 30th day of December 1998.


WILFREDO O. ALLEN
INCORPORATOR


JOSE L. CERDAN
INCORPORATOR


LUIS FERNANDEZ
INCORPORATOR

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ACKNOWLEDGEMENT OF REGISTERED AGENT

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



LUIS FERNANDEZ
REGISTERED AGENT

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }

BEFORE ME, the undersigned authority, duly authorized to administer oaths, personally appeared, WILFREDO O. ALLEN, JOSE L. CERDAN, and LUIS FERNANDEZ, the persons described as Incorporators and Registered Agent who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation, on this 30th day of December, 1998.



NOTARY PUBLIC AT LARGE
STATE OF FLORIDA

MY COMMISSION EXPIRES:

