

TRANSMITTAL LETTER

N99000005455

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

FILED
99 SEP -7 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8000002979818--0
-09/07/99-01105-017
*****70.00 *****70.00

SUBJECT: CORAL REEF ELEMENTARY ACT, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

<input checked="" type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

FROM: Jane Thomas
Name (Printed or typed)

c/o Coral Reef Elementary School
7955 SW 152 Street
Address

Miami, Florida 33157
City, State & Zip

305-235-1464
Daytime Telephone number

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

D. BROWN SEP 14 1999

**ARTICLES OF INCORPORATION OF
CORAL REEF ELEMENTARY ACT, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is CORAL REEF ELEMENTARY ACT, INC. ("Corporation").

ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of the Corporation shall be 7955 S.W. 152 Street, Miami, Florida 33157.

ARTICLE III. PURPOSES

This Corporation is organized and shall operate exclusively for charitable, educational and scientific purposes and may otherwise transact business to the fullest extent and subject to the limitations and provisions of the law as of the State of Florida and the laws of the United States described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

Notwithstanding anything herein to the contrary herein: (i) the Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code and its Regulations as the same now exist, or as they may be hereafter amended from time to time; and (ii) pursuant to Code Section 508(e), the Corporation (1) shall distribute income at such time and in such manner as not to subject the Corporation to tax under Code Section 4942 and (2) the Corporation shall not engage in any act of self-dealing [as defined in Code Section 4941(d)] from retaining any excess business holdings [as defined in Code Section 4943(c)], from making any investments in such manner as to subject the Corporation to tax under Code Section 4944, or from making any taxable expenditures [as defined in Code Section 4945(d)].

No part of the income or principal of this Corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of fund not within the purposes of exempt organizations described in Section 501(c)(3) of the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

ARTICLE IV. TERM OF EXISTENCE

The period of the duration of this Corporation is perpetual, unless dissolved according to law.

ARTICLE V. NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Jane Thomas
C/o Coral Reef Elementary School
7955 SW 152 Street
Miami, Florida 33157

ARTICLE VI. MEMBERS

Members of the Corporation shall be natural persons, at least one(1) of whom shall be a citizen of the United States, of twenty-one(21) or more years of age. Any individual, business or other organization that supports the purposes of the organization in furtherance of those purposes is eligible for membership. Members will be active participants in the organization's programs and/or will donate funds to the organization. Other qualifications of the members and the manner of their admission and rights and privileges of membership shall be prescribed from time to time in the Bylaws of the Corporation.

ARTICLE VII. DIRECTORS

This Corporation shall have three(3) directors initially. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three(3). The names and addresses of the members of the first Board of Directors who shall serve until their successors are elected are:

Jane Thomas, Tracy Kealy and Renee Rodriguez
C/o Coral Reef Elementary School
7955 SW 152 Street
Miami, Florida 33157

The successors will be elected pursuant to the Bylaws of the Corporation.

ARTICLE VIII. NAME AND OFFICE OF REGISTERED AGENT

The street address of this Corporation's initial registered office and the name of this Corporation's initial registered agent at such address is Jane Thomas, c/o Coral Reef Elementary School, 7955 SW 152 Street, Miami, Florida 33157.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal Bylaws of the Corporation shall be vested in the Board of Directors in accordance with the provisions of the Bylaws, unless otherwise provided in the Bylaws.

ARTICLE X. INDEMNIFICATION; LIMITATION OF LIABILITY

The Corporation shall indemnify its officers and directors to the fullest extent permitted by the Florida not For Profit Corporation Act, in accordance with the Corporation's Bylaws, as in effect from time to time. To the fullest extent permitted by the Florida Not For Profit Corporation Act, as it now exists or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by such director. Neither the amendment nor repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection afforded by this Article to a director of the Corporation with respect to any matter which occurred, or cause of action, suite or claim which but for this Article would have accrued or arisen prior to such amendment, repeal or adoption.

The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved, by reason of his/her being or having been an officer or director of the Corporation (whether or not he/she continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws,

agreements, vote of shareholders/members' or disinterested directors or otherwise, both as to action in his/her official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI. DISSOLUTION

In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations for the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provide by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Code Sections 501(c)(3) and 170(c)(2) (or corresponding sections of any prior or future law), or to the Federal, State or local government for exclusively public education purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of August, 1999.

CORAL REEF ELEMENTARY ACT, INC., a
Florida not for profit corporation

By: Jane E Thomas
Jane Thomas, President

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

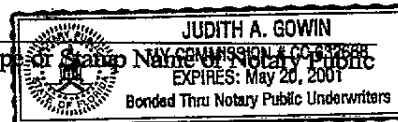
The foregoing instrument was acknowledge before me this 30 day of August, 1999, by Jane Thomas, as President of Coral Reef Elementary ACT, Inc., a Florida not for profit corporation, on behalf of the corporation.

Judith A. Gowin
Signature of Notary Public

Personally Known X or Produced Identification _____

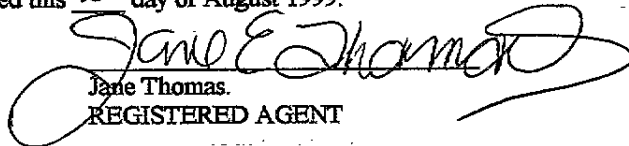
Type of Identification Produced _____

Print, Type or Stamp



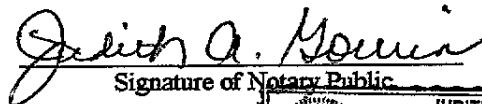
ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

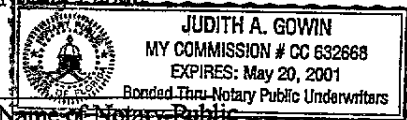
Having been named to accept service of process for the above stated Corporation Coral Reef ACT, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act as a Registered Agent, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. Dated this 30 day of August 1999.


Jane Thomas.
REGISTERED AGENT

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30 day of August, 1999.


Signature of Notary Public



Print, Type or Stamp Name of Notary Public

Personally Known X or Produced Identification _____

Type of Identification Produced _____

CRE.ACT articles of incorporation

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
99 SEP -7 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

CORAL REEF ELEMENTARY ACT, INC.

(must include suffix)

2. The name and address of the registered agent and office is:

Jane Thomas

(NAME)

c/o Coral Reef Elementary School 7955 SW 152 Street

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, Florida 33157

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Jane E Thomas
(SIGNATURE)

8/31/99
(DATE)