

N9600003887

November 12, 1996

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

400002005254--0  
-11/15/96--01002--011  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir / Madam:

Enclosed is the filing fee for Cornerstone Educational  
Systems, Inc.

If anymore information is needed concerning the registration of  
the said corporation, please feel free to contact us at the  
number listed above.

Sincerely yours,

Pierre E. Petit-Frere  
President

954-1178-3894  
Cornerstone Educational Systems  
9958 Lumbkewood Dr.  
Coral Springs, FL 33071

FILED  
96 NOV 14 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

11/19

ARTICLES OF INCORPORATION  
OF  
CORNERSTONE EDUCATIONAL SYSTEMS, INC.  
A FLORIDA NONPROFIT CORPORATION

96 NOV 14 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

We, the undersigned as incorporators of these articles, are natural persons competent to contract, a majority of whom are residents of Florida. We hereby form ourselves together for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, and adopt the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation is: Cornerstone Educational Systems, Inc.

ARTICLE II  
PURPOSE

The purpose of this corporation is as follows:

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. This is a nonprofit corporation organized solely for humanitarian, scientific, educational and charitable purposes which include, but not limited to the following:

1. To promote academic excellence;
2. To educate and prepare students for lifelong learning;
3. To identify the common barriers of the student population;
4. To develop strategies to overcome the student population's needs;
5. To operate exclusively in any other manner for such humanitarian, educational and charitable purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or any corresponding provisions of any subsequent federal tax laws, covering the distribution of organizations under the Internal Revenue Code, as amended, including private foundations and private operating operations.

B. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be

distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to those people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

### ARTICLE III PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of this corporation shall be the State of Florida and Broward County, Florida, and the mailing address shall be 9958 Ramblowood Drive, Coral Springs, Florida 33071.

### ARTICLE IV DURATION

The duration of this corporation is perpetual unless dissolved to law.

### ARTICLE V MEMBERS

The membership of this corporation shall be composed of any individual who exhibits interest and belief in the stated purposes of the corporation.

### ARTICLE VI MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the Corporation shall be nine (9), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held and the term of their directorship determined.

Annual meetings shall be held at such place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and such action by written consent shall have the same force and effect as if taken by unanimous vote of

the Directors. Any certificate or other document filed under any provision of law which relates to action so taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The initial Board of Directors shall have three members whose names and addresses are:

Pierre E. Petit-Frere

9958 Ramblewood Drive  
Coral Springs, Florida 33304

Marie L. Desir

8561 NW 46th Court  
Lauderhill, Florida 33351

Islande St. Louis

7201 Coral Boulevard  
Miramar, Florida 33023

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President:

Pierre E. Petit-Frere

9958 Ramblewood Drive  
Coral Springs, FI 33071

Secretary:

Marie L. Desir

8561 N.W. 46th Court  
Lauderhill, FI 33351

Treasurer:

Islande St. Louis

7201 Coral Boulevard  
Miramar, FI 33023

**ARTICLE VII  
DISTRIBUTION OF ASSETS**

This corporation is organized under a non-stock basis in compliance with Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax Code.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of these assets of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VIII  
SUBSCRIBERS**

The names and residence addresses of the subscribers of this corporation are as follows:

Pierre E. Petit-Frere

9958 Ramblewood Drive  
Coral Springs, FL 33071

Marie L. Desir

8561 N.W. 46th Court  
Lauderhill, FL 33351

Islande St. Louis

7201 Coral Boulevard  
Miramar, FL 33023

ARTICLE IX  
REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 9958 Ramblewood Drive, Coral Springs, Florida 33071 and the name of its registered agent at said address shall be Pierre E. Petit-Frere.

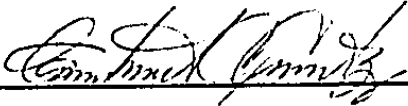
ARTICLE X  
AMENDMENTS

A. By-Laws. Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not For Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth thereof in the By-Laws.


B. Articles of Incorporation. Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the BY-Laws of this corporation.


We, the undersigned, being the Subscribers and Incorporators of this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 8<sup>TH</sup> day of NOVEMBER, 1996.

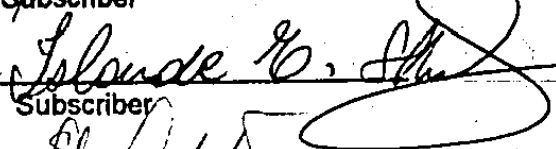
WITNESSED BY:

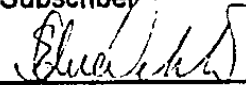
  
\_\_\_\_\_

**FILED**  
96 NOV 14 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

  
Subscriber

  
Subscriber

  
Subscriber

  
Registered Agent

Accept Service Of process