

MEMORANDUM

AMC/2007-2008/M156

April 16, 2008

AMC/305 995-2532

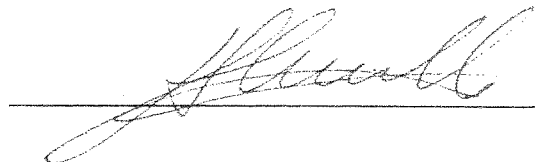
TO: Dr. Rudolph F. Crew, Superintendent of Schools

FROM: Alberto M. Carvalho, Associate Superintendent
Office of Intergovernmental Affairs, Grants, Marketing, and Community Services

SUBJECT: ARTICLES OF INCORPORATION FOR THE FOUNDATION FOR NEW EDUCATION INITIATIVES, INC.

Attached are the Articles of Incorporation for the Foundation for New Education Initiatives, Inc. which were filed on April 2, 2008. In accordance with Board Item C-80, for the January 16, 2008 School Board meeting, these Articles of Incorporation are the first step toward establishing a Direct-Support Organization, 501(c)3. My staff will be pursuing the necessary procedures required, to establish the non-profit organization, and I will keep you informed of progress.

Should you have any questions or need additional information, contact me at 305 995-2532, or Ms. Iraida R. Mendez-Cartaya, Administrative Director, Intergovernmental Affairs and Grants Administration, at 305 995-1497.

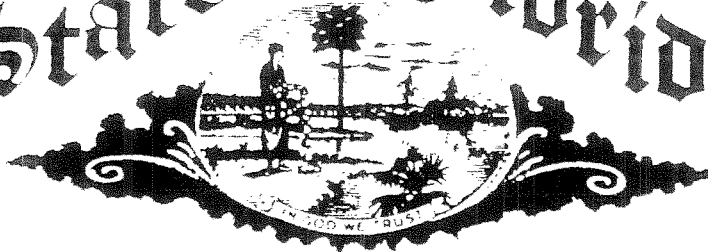

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Attachments

cc: Ms. Iraida R. Mendez-Cartaya
Dr. Linda D. Brown
Ms. Alyce Neji

State of Florida



Department of State

I certify from the records of this office that FOUNDATION FOR NEW EDUCATION INITIATIVES, INC. is a corporation organized under the laws of the State of Florida, filed on April 2, 2008.

The document number of this corporation is N08000003277.

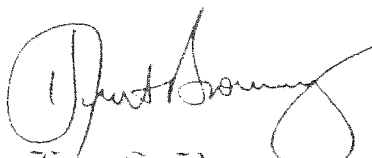
I further certify that said corporation has paid all fees due this office through December 31, 2008, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

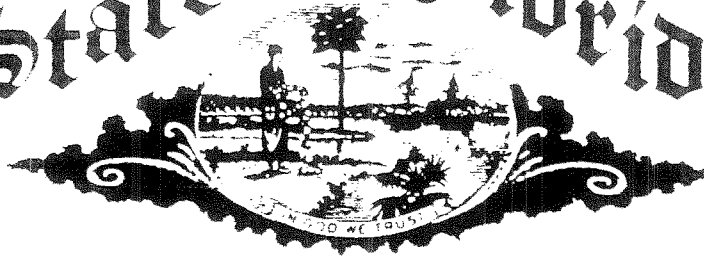
Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Third day of April, 2008



CR2EO22 (01-07)


Kurt S. Brummett
Secretary of State

State of Florida



Department of State

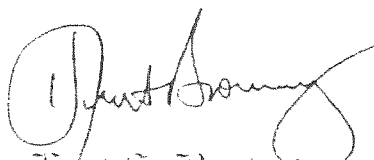
I certify the attached is a true and correct copy of the Articles of Incorporation of FOUNDATION FOR NEW EDUCATION INITIATIVES, INC., a Florida corporation, filed on April 2, 2008, as shown by the records of this office.

The document number of this corporation is N08000003277.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Third day of April, 2008



CR2EO22 (01-07)


Kurt S. Brumwing
Secretary of State

ARTICLES OF INCORPORATION

FILED

OF

2009 APR -2 P 1:13

FOUNDATION FOR NEW EDUCATION INITIATIVES, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. CORPORATE NAME

The name of this corporation is The Foundation For New Education Initiatives, Inc.

Article II. CORPORATE ADDRESS

The principal place of business and office of this Corporation will be 1450 NE 2nd Avenue, Suite 202, Miami, FL 33132. This is also the mailing address of the corporation.

Article III. PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED

This is a non-profit corporation, organized solely for educational purposes pursuant to the Florida corporations Non-For-Profit Law set forth in Section 617 of the Florida Statutes and it will act as a direct-support organization as set forth in Section 1001.453 of the Florida Statutes.

The specific and exclusive purpose of this corporation is to operate as a direct-support organization created by the authority of Florida Statutes Section 1001.453 to receive, hold, invest, and administer property and to make expenditures to or for the benefit of public kindergarten through 12th grade education and adult, vocational, community and parent education in Miami-Dade County, Florida.

Article IV. MEMBERSHIP

The corporation shall not have members.

Article V. MANAGEMENT OF CORPORATE AFFAIRS

The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, consisting of not less than 5 members. Members of the Board of Directors shall be approved by The School Board of Miami-Dade County, Florida as required by Statute 1001.453 with the requirement that one voting member of the Board of Directors shall be designated by the President of the John S. and James L. Knight Foundation ("Knight") for as long as Knight shall provide funds to the Corporation and one additional voting member of the Board of Directors shall be appointed by the organization that provides the largest amount of funds to The Parent Academy in any single year. The number of Directors of the Corporation shall be determined by the Bylaws duly adopted.

The persons named herein as the initial Board of Directors have been approved by The School Board of Miami-Dade County, Florida as required by Florida Statute 1001.453 and shall hold office until their successors are elected or appointed by the President of Knight and by the organization that provides the largest amount of funds to The Parent Academy in any single year as provided in the Bylaws and they are approved by The School Board of Miami-Dade County, Florida. The manner of election of the Directors is set forth in the Bylaws of the Corporation.

The initial Directors are to manage the affairs of this Corporation until the first annual meeting of the Board of Directors of the Corporation except that the Knight appointee shall continue to be a member of the Board of Directors for as long as Knight shall provide funds to the Corporation and the appointee of the organization that provides the largest amount of funds to The Parent Academy in any single year shall continue to be a member of the Board of Directors as long as that organization continues as the largest provider of funds. The names and addresses of the initial Directors are as follows:

Chair of The School Board of Miami-Dade County, Florida: Mr. Agustin J. Barrera

Superintendent of Schools: Dr. Rudolph F. Crew

President of Miami-Dade Council PTA/PTSA: Ms. Ivelisse Castro

Program Director for Miami-Dade/Broward, John S. and James L. Knight Foundation:
Mr. Lorenzo Lebrija

National Program Director, John S. and James L. Knight Foundation: Mr. Damian Thorman

Any action required or permitted to be taken by the 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, to the extent consistent with the Sunshine Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any 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 actions so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting to the extent permissible under the Sunshine Law, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

Article VII. EARNINGS AND ACTIVITIES OF THE CORPORATION

A. The Corporation will operate exclusively in any other manner for such education purposes as will qualify it as an exempt organization under Section 501 (c) 3 of the Internal Revenue Code of 1954, as amended or under any corresponding provisions of any subsequent Federal Tax Laws, covering the distributions to organization qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax exempt purposes set forth in these Articles.

C. The Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of the Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation organized under Section 170(c)(2) of the Code, or (iii) by a corporation as defined in the Act. Notwithstanding any of the above statements of purpose and powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise of any powers that are not in furtherance of the primary purposes of the Corporation.

D. No substantial part of the activities of the Corporation shall involve itself in propaganda or otherwise attempt to influence legislation (except as otherwise provided in Section 501(h) of the Code, and the Corporation shall not participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office. The Corporation shall not use any funds provided by Knight for propaganda, any attempt to influence legislation, any intervention in any political campaign or any other activity that would jeopardize Knight's status as a private foundation under Federal law.

E. The Corporation shall have and exercise all rights and powers conferred, in order to promote educational purposes.

Article VII. DISSOLUTION

The Corporation shall be dissolved and its affairs concluded by two-thirds vote of the Corporation's Board of Directors except that Knight must consent to any dissolution that would result in any use of Knight funds other than those specifically authorized by Knight. All the property and assets of the Corporation are and shall be irrevocably dedicated to educational purposes meeting the requirements for exemptions provided by Section 501(c)(3) of the Code, as amended and Florida Statute 1001.453. No part of said property or assets shall ever inure to the benefit of any member, Director or Officer or to the benefit of any private individual or entity. Upon dissolution, winding up or abandonment of the Corporation, provision for payment of all debts and liabilities of the Corporation shall be made to the extent assets are available. If after payment of all such debts and liabilities, there remains any corporate assets, such assets shall be distributed for use in furtherance of the purposes of the Corporation as set forth in these Articles or then such assets shall be distributed to an organization being operated for charitable purposes which are similar to the purposes of the Corporation, provided that such organization is qualified as an exempt organization under Section 501(c)(3). Any such assets not so disposed 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.

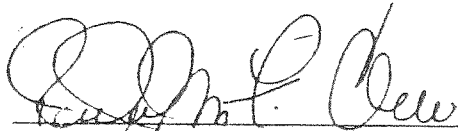
Article VIII. INCORPORATOR

The name and address of the Incorporator of this Corporation is: Dr. Rudolph F. Crew, Superintendent of Schools, Miami-Dade County Public Schools, 1450 NE 2nd Avenue, Miami, Florida 33132.

Article IX. REGISTERED AGENT

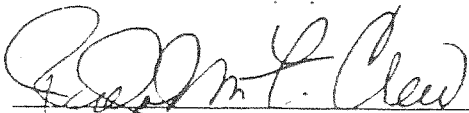
The registered agent of the Corporation, responsible for receiving legal correspondence on behalf of the corporation, shall be: Dr. Rudolph F. Crew, Superintendent of Schools, Miami-Dade County Public Schools, 1450 NE 2nd Avenue, Miami, Florida 33132.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent
Rudolph F. Crew, Ed.D. Superintendent of Schools

3/24/08
Date



Signature/Incorporator
Rudolph F. Crew, Ed.D. Superintendent of Schools

3/24/08
Date

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA