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COOPER, BYRNE, BLUE & SCHWARTZ
Requestor's Name

1358 THOMASWOOD DRIVE
Address

TALLAHASSEE, FL 32312 850-553-4300
City/State/Zip Phone #

Office Use Only
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 JAN 31 PM 4:30

APPROVED
AND
FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- T.E.A.C.H., Inc
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

APPROVED
00 JAN 31 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. Burch JAN 31 2000

OK per KB

Examiner's Initials

APPROVED
AND
FILED

ARTICLES OF INCORPORATION
OF
T.E.A.C.H., INC.
A FLORIDA NONPROFIT CORPORATION

00 JAN 31 PM 4: 30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation pursuant to Section 617 of the Not-for-Profit Corporation Law of the State of Florida, do hereby make, subscribe, and acknowledge these Articles of Incorporation, as follows:

ARTICLE I
NAME

The name of the Corporation shall be T.E.A.C.H., INC.

ARTICLE II
DURATION

The term of existence of the Corporation is perpetual; and the corporate existence will commence on the filing of these articles by the Department of State.

ARTICLE III
EXEMPT STATUS

The Corporation is constituted so as to receive financial support, grants, and contributions directly or indirectly from its members, government agencies, other corporations and the public at large in order to organize and support families who desire to educate their children through homeschooling. It will educate persons as to the applicable laws regarding homeschooling, and assist in providing information about and access to homeschooling systems. It has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, directors or members; provided, however, that the Corporation is authorized and empowered to pay reasonable compensation for services rendered by any persons (including, but not limited to, its officers, directors or members) and to make payments and distributions in furtherance of its purposes as set forth in Article IV hereof.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a

corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV **NONPROFIT PURPOSE**

The purposes for which the Corporation is to be formed are the educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and in this connection, operate in such a manner as to advance the purposes described in Article III above, and to do the following: (i) provide economic and other assistance to benefit other corporations, exempt or non-exempt, in the furtherance of the tax exempt purposes of this corporation, and to these ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; (ii) to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgement of the directors, will best promote the purpose of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-laws of the Corporation or any laws applicable thereto; and (iii) to do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 617.0302 of the Not-for-Profit Corporation Law of Florida.

ARTICLE V **SCOPE OF ACTIVITY**

The Corporation shall have the powers, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder as the same now exists or as they may be hereafter amended from time to time.

ARTICLE VI
PROHIBITED ACTIVITIES

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE VII
PLACE OF OPERATION

The operations of the Corporation are to be conducted principally in Leon County, Florida, and in Jackson County, Florida. Its principal business office shall be located at 5250 Ochlockonee Road, Tallahassee, Florida 32303.

ARTICLE VIII
ADDRESS FOR NOTICE

The address to which the Secretary of State shall mail a copy of any notice required by law is 5250 Ochlockonee Road, Tallahassee, Florida 32303.

ARTICLE IX
INCORPORATORS

The name and place of residence of the incorporator of this Corporation is Dr. Leslie S. Emhof, 5250 Ochlockonee Road, Tallahassee, Florida 32303.

ARTICLE X
DIRECTORS

There shall at all times be at least five (5) members of the initial Board of Directors of the Corporation. The number of directors may be increased or decreased (but not below three) from time to time in accordance with the Corporation's By-Laws. The names and addresses of the persons who are to serve as Directors and officers until the first election thereof are as follows:

<u>Name</u>	<u>Address</u>
Lance McGinnis	2450 McPhaul Road Chattahoochee, Florida 32324
Henri Thursby	2639 Stoneridge Drive Tallahassee, Florida 32303

Bethany Barnard 5619 Etowah Court
Tallahassee, Florida 32303

R. Yolanda Emhof 5250 Ochlockonee Road
Tallahassee, Florida 32303

Cindy Greenwell 2033 Gray Birch Way
Tallahassee, Florida 32308

Harry Farrar 4267 Camden Road
Tallahassee, Florida 32303

Sheila Maxwell 305 N. Corry Street
Quincy, Florida 32351

ARTICLE XI
ELECTION OF DIRECTORS/TERMS

Directors of the Corporation shall be elected and shall in the manner provided by the Corporation's By-laws.

ARTICLE XII
MEMBERSHIP

The Corporation is to be organized upon a nonstock membership basis. Such memberships shall be nonredeemable, nontransferable, and nondividend bearing. Qualifications for membership and admission of new members shall be determined as set forth in the Corporation's By-laws. The initial members of the Corporation shall be the members of the Board of Directors. The Corporation may have more than one (1) class of membership (including a non-voting class of membership), and the respective rights of each class shall be set by the Board of Directors from time to time by resolution.

ARTICLE XIII
OFFICERS

The officers of the Corporation shall be members of the Corporation, and shall consist of a President, Vice-President, and Secretary-Treasurer, and such other officers as may be provided in the By-Laws. Each officer shall be elected by the Board of Directors (and may be removed by the

Board of Directors) at such time and in such manner as may be prescribed by the By-laws. The names and addresses of the initial officers of the Corporation are as follows:

<u>Name</u>	<u>Position</u>
Lance McGinnis	President
Henri Thursby	Vice President
Bethany Barnard	Secretary
R. Yolanda Emhof	Treasurer

ARTICLE XIV
DISSOLUTION AND DISTRIBUTION

Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the officers, directors, or members of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation, and to the applicable provisions of the Not-for-Profit Corporation Law of Florida, shall be distributed as directed by the members of the Corporation among one or more corporations, trusts, community chests, funds, or foundations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member, or individual, on no substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation or which does not participate or intervene in any political campaign on behalf of any candidate or public office; or to other entities of the type which qualify for Federal Income Tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE XV
AMENDMENT

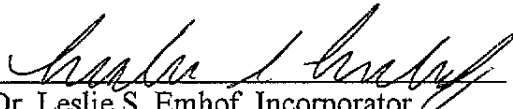
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation of the Corporation may be amended only upon majority vote approving such adoption by the Board of Directors of the Corporation.

ARTICLE XVI
INDEMNIFICATION

The Corporation shall fully indemnify each Incorporator, Officer and Director of the Corporation, including former Officers and Directors, to the full extent permitted by the laws of the

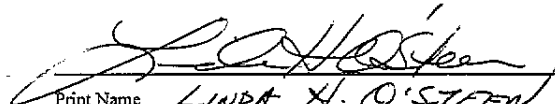
State of Florida. The form and content of the indemnification shall be set forth in greater detail in the By-laws, but shall never be less than the full extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, we have subscribed our names this 28th day of January, 2000.


Dr. Leslie S. Emhof, Incorporator

STATE OF FLORIDA
COUNTY OF LEON

Acknowledged before me this 28th day of January, 2000, by Dr. Leslie S. Emhof, who () is personally known to me or (X) produced FLORIDA DRIVER LICENSE as identification..


Print Name LINDA H. O'STEEN
NOTARY PUBLIC
My Commission Expires:
Commission No.:

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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.

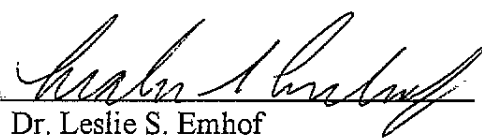
1. The name of the corporation is: **T.E.A.C.H., INC.**
2. The name and address of the registered agent and office is:

Dr. Leslie S. Emhof
(NAME)

5250 Ochlockonee Road
(P.O. BOX NOT ACCEPTABLE)

Tallahassee, Florida 32303
(CITY/STATE/ZIP)

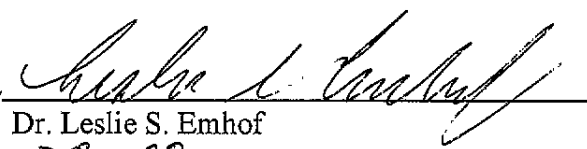
APPROVED
AND
FILED
00 JAN 31 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE 
Dr. Leslie S. Emhof

TITLE Incorporator

DATE 1-28-00

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.

SIGNATURE 
Dr. Leslie S. Emhof

DATE 1-28-00

REGISTERED AGENT FILING FEE: \$35.00