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FILED

Ross E. Libby, Jr.
Route 1, Box 1690
Hilliard, FL 32046

01 FEB 19 PM 2:45

SECRETARY OF STATE
TALLAHASSEE FLORIDA

February 15, 2001

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*****78.75 *****78.75

Department of State
Corporate Division
The Capitol
Tallahassee, FL 32399-0250

**RE: Hilliard Middle-Senior High School Educational Foundation, Inc.
a Not-For-Profit Corporation**

Dear Sir:

Enclosed you will find the original and copy of Articles of Incorporation regarding the above corporation, along with my check in the sum of \$78.75 for your fee and Certificate of Incorporation. Please let me know if you require anything further.

Sincerely yours,

Ross E. Libby, Jr.
Ross E. Libby, Jr.

bjl

Enclosures

*Done
2/20/01
SV*

ARTICLES OF INCORPORATION

OF

HILLIARD MIDDLE-SENIOR HIGH SCHOOL
EDUCATIONAL FOUNDATION, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, Chapter 617, the Florida Not-For-Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

Section 1.1. The name of the corporation shall be:
HILLIARD MIDDLE-SENIOR HIGH SCHOOL EDUCATIONAL FOUNDATION, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

Section 2.1. The address of the principal office of this corporation shall be One Flashes Avenue, Hilliard, Florida 32046.

ARTICLE III. PURPOSES

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful activity permitted under the laws of the United States of America and of the State of Florida for a not-for-profit corporation. It is intended that this corporation shall not engage in any activity for pecuniary profit. The primary purpose of this corporation shall be to provide housing for low or moderate income families under Federal and State programs.

Section 3.2. Limitations on Actions. All of the assets and earnings shall be used exclusively for the purposes set forth herein, and no part of the next earnings of the corporation shall enure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the corporation shall be the carrying-on of the propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE IV. DIRECTORS

Section 4.1. Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than the number required by F. S. Section 617.0803(1) or successor provision.

Section 4.2. Initial Directors. The names and street addresses of the initial directors of the corporation are:

Cara Schukoske
PO Box 955
Hilliard, FL 32046

Brenda Kersey
RR 4 Box 7625
Hilliard, FL 32046

Robin Westmoreland
1000 Eastwood Road #1-2
Hilliard, FL 32046

Section 4.3. Election. The directors shall be elected for the term and by the method stated in the corporation's bylaws.

Section 4.4. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 4.5. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE V. INITIAL REGISTERED AGENT AND ADDRESS

Section 5.1. Name and Address. The name and street address of the Registered Agent of this corporation is: Dale P. Braddock, One Flashes Avenue, Hilliard, FL 32046

ARTICLE VI. INCORPORATOR

Section 6.1. Name and Address. The name and street address of the incorporator of this corporation is: Ross E. Libby, Jr., Rt 1 Box 1690, Hilliard, FL 32046.

ARTICLE VII. DURATION

Section 7.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE VIII. MEMBERS

Section 8.1. Members. The members of the corporation shall consist of the persons designated in Article IV as the initial Board of Directors and such other persons as the Board of Directors may elect from time to time.

ARTICLE IX. DISSOLUTION

Section 9.1 Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing the assets to such organization or organizations which, at such time, is or are qualified as an exempt organization under Section 501(c)(3) and which are described in Sections 170(c), 170(b)(1)(A), 2055(a), and 2522(a), as the Board of Directors shall determine. All section references are to the Internal Revenue Code of 1986, as amended.

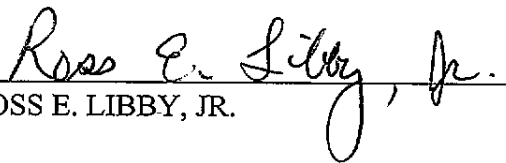
ARTICLE X. BYLAWS

Section 10.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the members or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the members if the members specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENT

Section 11.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set her hand and seal on this 30 day of Jan., 2001.


ROSS E. LIBBY, JR.

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Sections 48.091, 617.0202 and 617.0501, Florida Statutes, the following is submitted:

HILLIARD MIDDLE-SENIOR HIGH SCHOOL EDUCATIONAL FOUNDATION, INC.,
a not for profit corporation


desiring to organize or qualify under the laws of the State of Florida hereby designates Dale P. Braddock as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be One Flashes Avenue, Hilliard, FL 32046.

DATED this 30 day of Jan., 2001.


DALE P. BRADDOCK

Having been named as registered agent 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.

DATED this 30 day of Jan., 2001.


DALE P. BRADDOCK