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Meyer & Brooks, P.A.
(Requestor's Name)

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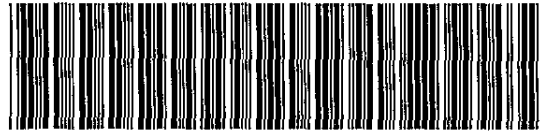
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PUBLIC EDUCATION DEFENSE FUND, INC.

The undersigned, acting as incorporator of this corporation not for profit, pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

I
NAME

The name of the corporation is "Public Education Defense Fund, Inc." The initial address of the corporation is 213 South Adams Street, Tallahassee, Florida 32301.

II
DURATION

The period of the duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these articles with the Secretary of State, Division of Corporations.

III
PURPOSES

The purposes for which this corporation is created and maintained shall be exclusively for the promotion of social welfare. No activities which are not permitted by an organization exempt from taxation pursuant to Section 501(c)(4) of the Internal Revenue Code of 1954, as amended, shall be permitted.

The corporation shall engage in the following activities:

- (1) To gather, analyze and disseminate data and information relating to public

education and such other social issues which, from time to time, the Board of Directors may determine to analyze and study;

(2) To serve as a core organization to bring together representatives of various organizations which have the common goal of supporting and improving public education;

(3) To conduct fundraising activities for the production of revenues adequate to carry out the purposes of the corporation;

(4) To disseminate to the public, civic organizations and other non-profit and business entities, information relating to the issues being analyzed and studied by the corporation;

(5) To register as a Florida initiative political committee for the purpose of supporting ballot initiatives which improve public education and to oppose ballot initiatives which are detrimental to public education.

IV MEMBERS

The members of the corporation shall be the Board of Directors appointed by the incorporator and such other persons as may be selected in accordance with the by-laws. The by-laws shall describe the rights of members. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons. Provided, however, this section shall not prevent members, directors, officers or other private persons from being reimbursed for the costs they incur in the performance of their duties or being engaged as a contractor or employee for the purpose of rendering services to the corporation.

V
REGISTERED AGENT

The street address and city of the registered office of the corporation is: 213 South Adams Street, Tallahassee, Florida 32301. The name of the registered agent at such address is Michael Gilliard.

VI
BOARD OF DIRECTORS AND OFFICERS

The number of persons constituting the Board of Directors of the corporation shall not be less than three nor more than twenty. Initial directors shall be appointed by the incorporator. Subsequent to the appointment of the initial board, directors shall be elected or appointed, or serve ex-officio, in accordance with the by-laws of the corporation. The by-laws may also provide for the selection of any officers deemed necessary or desirable.

VII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office as provided in the by-laws. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors, or arising out of their status as such.

VIII
NON-STOCK BASIS

This corporation is organized on a non-stock basis.

IX
DISSOLUTION


In the event of dissolution of this corporation, the residual assets of the corporation after dissolution expenses have been deducted, will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) of the Internal Revenue Code of 1954, as amended, or the corresponding section of any prior or future law, or to the federal, state or local government for exclusively public purposes.

V.
INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

Clara Cook
213 South Adams Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, has executed these Articles of Incorporation on the 22 day of August, 2005.



Clara Cook, Incorporator

VERIFICATION

STATE OF FLORIDA)

COUNTY OF LEON)

The foregoing instrument was acknowledged before me this 22nd day of August, 2005, by Clara Cook, who is personally known to me **OR** who has provided a valid driver's license as identification (strike through one).

Shirley E. Williams
NOTARY PUBLIC

Notary Public:

SHIRLEY E WILLIAMS
Notary Public, State of Florida
My Commission Expires Nov. 27, 2007
Commission No. DD260231
Printed Name

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

I, Michael Gilliard, the Registered Agent, having been named to accept service of process and serve as registered agent for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and I agree to comply with the provisions of law relative to keeping open said office for service of process and other purposes.

Michael Gilliard
Michael Gilliard, Registered Agent

Date: August 22, 2005

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NOTARY OF FLORIDA
TALLAHASSEE, FLORIDA