

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

CHRISTOPHER COLUMBUS HIGH SCHOOL, INC.

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**ARTICLES OF INCORPORATION
OF
CHRISTOPHER COLUMBUS HIGH SCHOOL, INC.**

The undersigned, for purposes of forming a corporation not for profit in compliance with Chapter 617, Florida Statutes, hereby submits the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation is CHRISTOPHER COLUMBUS HIGH SCHOOL, INC. (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's initial principal place of business and its address are:

3000 S.W. 87th Avenue
Miami, Florida 33165

ARTICLE III
DURATION

The Corporation shall exist perpetually unless terminated sooner according to the laws of the State of Florida.

ARTICLE IV
PURPOSE

The Corporation is organized, and shall be operated, exclusively for such lawful charitable, educational, literary, or scientific purposes, as shall qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent Federal tax laws. Within the scope of the foregoing, the Corporation is organized and empowered to accept, hold, invest and disburse for charitable, educational, literary, or scientific purposes, such funds as may from time to time be given to it by any person, persons or entities. The purposes of the Corporation also include the performance of activities related or incidental to the furtherance

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of the Corporation's stated purposes and permitted under the laws of the United States and the State of Florida.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons,

- (a) unless such member, trustee, officer or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or the corresponding provisions of any subsequent Federal tax laws, and except
- (b) (i) as reasonable compensation for services rendered, or
(ii) to make payments and distributions in furtherance of the purposes set forth in this Article IV.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal tax laws, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE V BOARD OF TRUSTEES

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by, its Board of Trustees. The Board of Trustees shall consist of such number of persons as shall be fixed pursuant to the Bylaws from time to time, but shall not be less than the number prescribed by applicable Florida law at the time the size of the Board is being fixed. The qualifications to serve as a trustee, the rights and powers of the trustees, and the method of appointment or election of trustees shall be as specified in the Bylaws.

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ARTICLE VI
INITIAL DIRECTORS

The Corporation shall have eight (8) initial trustees, who shall serve until the organizational meeting of the Board of Trustees or until their successors are elected and qualify. The names and addresses of the initial directors are:

Brother John Klein
1241 Kennedy Boulevard
Bayonne, New Jersey 07002

Brother John McDonnell
153 Avenue C
Bayonne, New Jersey 07002

Brother Michael Sheerin
400 St. John's University #103
Jamaica, NY 11439-4000

Brother Donald Bisson
PO Box 242
Esopus, New York 12429

Brother Robert Clark
3399 North Road
Poughkeepsie, NY 12601

Brother Ben Consigli
153 Avenue C
Bayonne, New Jersey 07002

Brother Hank Hammer
1241 Kennedy Boulevard
Bayonne, New Jersey 07002

Brother Patrick McNamara
3000 SW 87th Avenue
Miami, Florida 33165

ARTICLE VIII
INITIAL REGISTERED AGENT

The Corporation's initial registered agent is Kevin Handibode and his address is 3000 S.W. 87th Avenue, Miami, Florida 33165.

ARTICLE IX
INCORPORATOR

The Corporation's incorporator is the Marist Brothers of the Schools, USA and their address is 1241 Kennedy Boulevard, Bayonne, New Jersey 07002.

ARTICLE X
DISSOLUTION

In the event of the dissolution or winding up of the Corporation, the assets of the Corporation remaining after the payment of all debts and liabilities of the Corporation shall be distributed to one or more organizations that themselves are exempt from federal income taxation as organizations described by Section 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal tax laws, or to the United States government, or to a state or local government, for a public purpose. Any such assets not so disposed of 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, which are organized and operated exclusively for such purposes.

ARTICLE XI
AMENDMENTS

These Articles of Incorporation may be amended, altered, changed or repealed by the act of the Board of Trustees.

ARTICLE XII
BYLAWS

The Bylaws of the Corporation shall be made, amended, altered, changed or repealed by the act of the Board of Trustees.

ARTICLE XIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a trustee or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a trustee or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or trustee, within twenty (20) days after receipt by the Corporation of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

The Corporation by action of its board of trustees, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of trustees, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of trustees, the authority granted to the board of trustees in this

paragraph shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The undersigned incorporator has executed these Articles of Incorporation this 30 day of October, 2006.

Brother John Klein
Brother John Klein
For the Incorporator

STATE OF NEW JERSEY
COUNTY OF HUDSON

The foregoing instrument was acknowledged before me this 30th day of October, 2006, by Brother John Klein, who [] is personally known to me or [] has produced _____ as identification.

Edward J. O'Neill
Notary Public, State of New Jersey
Print Name: EDWARD J. O'NEILL
My Commission Expires: 9/18/2011
EDWARD J. O'NEILL
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 9/18/2011

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

CHRISTOPHER COLUMBUS HIGH SCHOOL, INC., a Florida not for profit corporation, has designated Kevin Handibode, whose address is 3000 S.W. 87th Avenue, Miami, Florida 33165, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby acknowledges that the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

Dated this 31 day of October, 2006.

By: Kevin Handibode
Kevin Handibode

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