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FLORIDA PROFIT/NON PROFIT CORPORATION

Dr. N.H. Jones Parents Organization, Inc.

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J. SHAW 11/12/2011

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**ARTICLES OF INCORPORATION
OF
DR. N.H. JONES PARENTS ORGANIZATION, INC.
a Florida not-for-profit corporation**

The undersigned citizen of the United States, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, certifies and acknowledges the following:

**ARTICLE I
NAME AND ADDRESS**

The name of this Corporation shall be: **Dr. N.H. Jones Parents Organization, Inc.**, hereinafter called "N.H. Jones Parents Organization" or the "Corporation." The principal office of the Corporation is located at 1900 Southwest 5th Street, Ocala, Florida 34471, and the mailing address is Dr. N.H. Jones Elementary School, 1900 Southwest 5th Street, Ocala, Florida 34471.

**ARTICLE II
CORPORATE EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III
CORPORATE PURPOSES**

The Corporation shall be a nonprofit, nonsectarian Corporation formed and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, which purposes shall be to encourage, solicit, receive and administer gifts and bequests of property and funds for scientific, educational, and charitable purposes, all for the advancement of Dr. N.H. Jones Elementary School and its objectives; and to that end to take and hold, for any of said purposes, funds and property of all kinds, subject only to any limitations or conditions imposed by law or in the instrument under which received; to buy, sell, lease, convey and dispose of any such property and to invest and reinvest any proceeds and other funds, and to deal with and expend the principal and income for any of said purposes; and, in general, to exercise any, and all powers which a corporation not for profit organized under the laws of Florida for the foregoing purposes can be authorized to exercise. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170.2055, or 2522 of the Internal Revenue Code, as applicable. No part of the assets or the net earnings of the Corporation shall inure to the benefit of any officer, director, member, or any other person. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

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During any period that the corporation may be found to be a private foundation, as defined by Section 509(a) of the Internal Revenue Code, the Corporation shall: (1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a); (2) not engage or be involved in any act of self-dealing, as defined in Section 4941(d), so as to give rise to any liability for the tax imposed by Section 4941(a); (3) not retain any excess business holdings as defined in Section 4943(c), so as to give rise to any liability for the tax imposed by Section 4943(a); (4) not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944, so as to give rise to any liability for the tax imposed by Section 4944(a); and (5) not make any taxable expenditures, as defined in Section 4945(d), so as to give rise to any liability imposed by Section 4945(a). Unless otherwise indicated, as used in this Article III and hereinafter, all section references are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

ARTICLE IV **CORPORATE POWERS**

The Corporation shall have and exercise all the powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt provisions as provided in Article III above.

ARTICLE V **BYLAWS**

The Bylaws of the Corporation shall be adopted, altered, amended, or repealed by the affirmative vote of at least a majority of the members of the Board of Directors present at any regular or special meeting, provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such adoption, alteration, amendment or repeal at a meeting, is filed in the minutes of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

ARTICLE VI **CAPITAL STOCK**

The Corporation shall not have capital stock.

ARTICLE VII **MEMBERS**

The Corporation shall have no voting members. The designation of one or more classes of membership, the qualifications and rights of the members of each class, and the manner of their admission to membership shall be regulated by the Bylaws of the Corporation.

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ARTICLE VIII
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by, and the affairs of the Corporation shall be managed or under the authority of, the direction of a Board of Directors. The number of Board members may be either increased or decreased from time to time as regulated by the Bylaws, but shall consist of not fewer than five (5) members, as well as the Principal, or his/her designee, and a Teacher Representative designated by the faculty of Dr. N.H. Jones Elementary School.

The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

The Board of Directors of the Corporation shall initially consist of fourteen (14) members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

- Lorri Fechtman
- Jessica Vargo
- Kay Epstein
- Misty Mizzoni
- Amanda Reed
- Pam Rudniansyn
- Vickie Boutwell
- Jenni O'Neal
- Meribeth Grace
- Robin Stickney
- Jose H. Cortes, Jr.
- Stephanie Clarkson
- Tiffany Denton
- Principal or his/her designee
- Teacher Representative

ARTICLE IX
AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of at least a majority of the members of the Board of Directors present at any regular or special meeting, provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the

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Corporation. Within ten (10) days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

**ARTICLE X
DISSOLUTION**

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed to Dr. N.J. Jones Elementary School or its successor in interest, to be used exclusively for the purposes set forth in Article III above. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or Corporation not described in the preceding sentence.

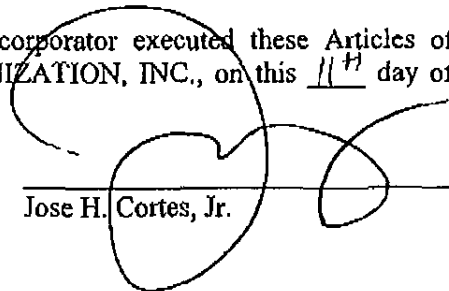
**ARTICLE XI
INCORPORATOR**

The name and street address of the Incorporator of the Corporation is Jose H. Cortes, Jr., 4 S.E. Broadway Street, Ocala, Florida 34471.

**ARTICLE XII
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Registered Office of the Corporation is 4 S.E. Broadway Street, Ocala, Florida 34471, and the name of the Registered Agent is Jose H. Cortes, Jr.

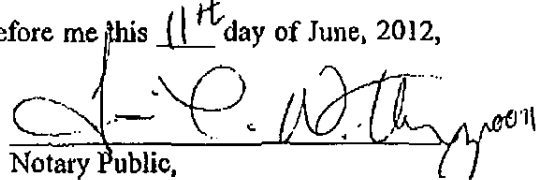
IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation of DR. N.H. JONES PARENTS ORGANIZATION, INC., on this 11th day of June, 2012.



Jose H. Cortes, Jr.


STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 11th day of June, 2012, by Jose H. Cortes, Jr.



Notary Public,
State of Florida at Large

My Commission Expires:

 Official Notary Seal
Terri L. Witherspoon
Notary Public, State of Florida
Comm. No. DD959115
My Comm. Expires April 14, 2014

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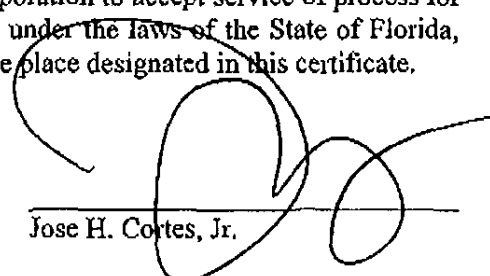
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CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Jose H. Cortes, Jr., whose address is 4 Southeast Broadway Street, Ocala, Florida 34471, the initial registered agent named in the Articles of Incorporation to accept service of process for the Dr. N.H. Jones Parents Organization, Inc. organized under the laws of the State of Florida, hereby accepts such appointment as registered agent at the place designated in this certificate.

Dated this 11th day of June, 2012.

Jose H. Cortes, Jr.



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