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February 2, 1996

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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****122.50 ****122.50


Re: Jacksonville Waldorf Initiative, Inc.

Dear Sir:

Enclosed are the original Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the amount of \$122.50 which represents the \$35.00 filing fee, \$52.50 fee for the certified copy of the Articles of Incorporation and \$35.00 for the registered agent fee.

Please file the Articles of Incorporation, certify and return the copy. Please contact me at your earliest convenience should you have any questions or comments concerning this matter.

Sincerely,



Todd Watson
Attorney at Law

Enclosure
TW/avc

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FILED
96 FEB -6 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2/6/96

ARTICLES OF INCORPORATION

OF

JACKSONVILLE WALDORF INITIATIVE, INC.

FILED
96 FEB -6 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1.0 NAME AND ADDRESS

The name of the Corporation is: Jacksonville Waldorf Initiative, Inc. The street and mailing address of the principal office of the Corporation is 328 11th Street, Atlantic Beach, Florida, 32233.

ARTICLE 2.0 PURPOSE

The Corporation is organized exclusively for charitable, religious and educational purposes as defined under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3.0 ELECTION OF DIRECTORS

The Board of Directors shall contain a minimum of three (3) members. The Board of Directors shall be the governing body of Jacksonville Waldorf Initiative. The chairman of the Board of Directors shall be elected by the membership of Jacksonville Waldorf Initiative and shall serve until the earlier of his/her resignation, removal from office or death. The remaining Board of Directors shall be appointed by the chairman for staggered terms as reflected in the Bylaws of the Corporation and each shall hold office for the term to which he is appointed or until the earlier of his resignation, removal from office or death.

ARTICLE 4.0 LIMITATION OF CORPORATE POWERS

The corporate powers of this Corporation are not limited by Section 617.0302 of the Florida Statutes but the Corporation shall not exercise any power or conduct any activity not permitted by a Corporation exempt from federal income tax under Section

501(c)(3) of the Internal Revenue Code.

ARTICLE 5.0 PROHIBITION AGAINST PRIVATE BENEFIT

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, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2.0 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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, 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 6.0 DISTRIBUTION OF ASSETS UPON FINAL LIQUIDATION

Upon the dissolution of the Corporation, assets shall be distributed to Waldorf Kindergarten provided such organization is exempt from tax and operating for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or in default thereof assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of 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 7.0 INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of the Corporation is 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32256, and the name of the initial registered agent at that address is Todd Watson, Attorney at Law.

ARTICLE 8.0 THE NAME AND ADDRESS OF EACH INCORPORATOR

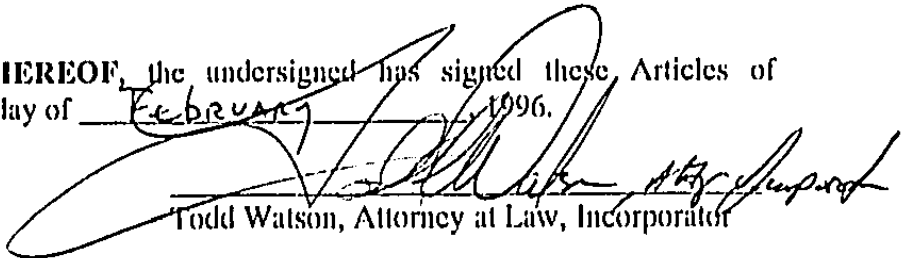
The name and address of the Incorporator is as follows:

Todd Watson, Attorney at Law 7785 Baymeadows Way, Suite 107
Jacksonville, Florida 32256

ARTICLE 9.0 AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them by majority action of the Board of Directors.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 2nd day of February, 1996.


Todd Watson, Attorney at Law, Incorporator

**STATE OF FLORIDA
COUNTY OF DUVAL**

The foregoing instrument was acknowledged before me this 2nd day of FEBRUARY, 1996, by Todd Watson, Attorney at Law, as Incorporator for Jacksonville Waldorf Initiative, Inc. He is personally know to me or has produced personally known as identification.



Signature of Notary Public



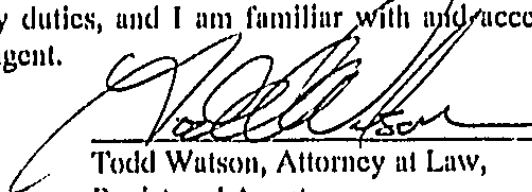
Printed Name of Notary

Notary's Seal:

ALICE V. CASSADA
Notary Public, State of Florida
comm. expires Mar. 24, 1997
Comm. No. CC 271750

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.



Todd Watson, Attorney at Law,
Registered Agent

Date: 2 - 2 -, 1996

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