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July 10, 1995

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Secretary of State  
P. O. Box 6327  
Tallahassee, Florida 32301

Re: THE CENTER FOR HIGH ACHIEVING SCHOOLS, INC.

Dear Sir:

Enclosed for filing with your division are the Articles of Incorporation for the above-named corporation, original and one copy.

Also, enclosed is our firm check in the amount of \$131.25 in payment of the following sums:

- |                           |         |
|---------------------------|---------|
| 1. Filing Fee             | \$35.00 |
| 2. Certificate under seal | \$ 8.75 |
| 3. Registered Agent Fee   | \$35.00 |
| 4. Certified copy         | \$52.50 |

Total \$131.25

Please forward a certificate under seal and a certified copy.

Sincerely,

  
Clifford R. Opp, Jr.

CRO/sah

Enclosures

FILED  
95 JUL 13 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. HENDRICKS JUL 17 1995

ARTICLES OF INCORPORATION  
OF  
THE CENTER FOR HIGH ACHIEVING SCHOOLS, INC.

FILED  
95 JUL 13 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

NAME AND PRINCIPAL ADDRESS OF CORPORATION

The name of this corporation shall be The Center for High Achieving Schools, Inc. and the principal address of the corporation is 1201 River Hills Drive, Temple Terrace, Florida 33617.

ARTICLE II

COMMENCEMENT AND DURATION

The Corporation shall commence to exist as of the date of the filing of these Articles of Incorporation with the Secretary of State's Office, and shall exist perpetually thereafter until dissolved.

### ARTICLE III

#### PURPOSE

The corporation is organized for the purpose of the study and creation of materials and seminars to assist school systems and boards of education in the establishment and improvement of high achieving schools and transacting any and all lawful business.

### ARTICLE IV

#### STATED CAPITAL

The corporation is authorized to issue 1500 shares of no par stock.

### ARTICLE V

#### BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have three (3) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation.

The names and street addresses of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders, have qualified shall be:

J. Howard Johnston  
1201 River Hills Drive  
Temple Terrace, Florida 33617

Laurel Martin Kanthak  
1606 Belmont Street, N.W., Unit C  
Washington, D.C. 20009

Ronald D. Williamson  
1479 Maplewood Drive  
Saline, Michigan 48176

#### ARTICLE VI

##### INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### ARTICLE VII

##### BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the

Board of Directors may not alter, amend, or repeal any By-Laws adopted by the shareholders if the shareholders provide that the By-Laws shall not be altered, amended or repealed by the Board of Directors.

#### ARTICLE VIII

##### AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

#### ARTICLE IX

##### INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are as follows:

J. Howard Johnston  
1201 River Hills Drive  
Temple Terrace, Florida 33617

Laurel Martin Kanthak  
1606 Belmont Street, N.W., Unit C  
Washington, D.C. 20009

Ronald D. Williamson  
1479 Maplewood Drive  
Saline, Michigan 48176

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1201 River Hills Drive, Temple Terrace, Florida 33617, and the name of the initial registered agent of the corporation at that address is J. Howard Johnston.

IN WITNESS WHEREOF, the undersigned, as the incorporators, hereby execute these Articles of Incorporation, on this 7<sup>th</sup> day of July, 1995.

  
J. HOWARD JOHNSTON

  
LAUREL MARTIN KANTHAK


  
RONALD D. WILLIAMSON

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared J. Howard Johnston, Laurel Martin Kanthak, and Ronald D. Williamson, who produced their drivers licenses as identification and who    did ☒ did not take an oath, and known by me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 2<sup>nd</sup> day of July, 1995, at Tampa, Hillsborough County, Florida.

  
Print Name: Clifford R. Opp Sr  
NOTARY PUBLIC, State of Florida  
at Large.

My Commission Expires:

May 23, 1999

Commission No.: CC 449679

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

Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted, in compliance with said Act;

First - - That The Center for High Achieving Schools, Inc.,  
desiring to organize under the laws of the State of Florida with  
its principal place of business in Hillsborough County, Florida,  
has named J. Howard Johnston, located at 1201 River Hills Drive, as  
its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the  
above stated corporation, at place designated in this certificate,  
I hereby accept to act in this capacity, and agree to comply with  
the provision of said Act relative to keeping open said offices.

  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 JUL 13 AM 9 58

FILED