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DAVID T. PRICE

ATTORNEY AT LAW

550 S.W. 12TH AVENUE

DEERFIELD BEACH, FLORIDA 33442

TELEPHONE (954) 421-9399

September 28, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

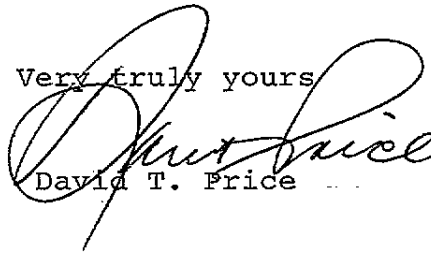
200002652132--6
-09/30/98--01036--009
****122.50 ****122.50

Re: P.E.R.C. INC.

Dear Department of State:

I enclose the Articles of Incorporation for the above Corporation, together with this firm's check in the amount of \$122.50 for filing and certified copy. Thank you.

Very truly yours



David T. Price

/cp

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 30 AM 8:45

F. CHESSEM OCT 1 1998

ARTICLES OF INCORPORATION

P.E.R.C. INC.

(A Corporation Not for Profit)

The undersigned hereby submit the following Articles of Incorporation for the formation of a corporation not-for-profit in accordance with the laws in the State of Florida.

FILED IN STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 SEP 30 AM 8:16

**I
NAME**

The name of the corporation shall be P.E.R.C. INC.
_____ (the "Corporation").

**II
ADDRESS**

The address of the principal office of the Corporation and the mailing address of the Corporation shall be 550 S.W. 12th Avenue, Deerfield Beach, FL 33442 but the Corporation may maintain offices and transact business in other places within or without the State of Florida as may from time to time be designated by the Board of Directors. Furthermore, the Board of Directors may from time to time relocate the principal office of the Corporation.

**III
PURPOSE**

This Corporation is organized and shall be operated exclusively for charitable purposes, including for such purposes the making of distributions to qualified organization. An organization is a "qualified organization" for purposes of these Articles only if it is described in Section 501(c) (3) and Sections 509 (a) (1) or 509 (a) (2) of the Internal Revenue Code of 1986, or corresponding sections of any future federal tax code. If a qualified organization ceases to be a qualified organization, this Corporation shall not make any further distributions to such organization.

**IV
DIRECTORS**

The governing body of this Corporation shall be the Board of Directors. The Board of Directors of P.E.R.C. INC. shall be elected or appointed in accordance of the Bylaws of the Corporation.

V
REGISTERED AGENT

The registered office of P.E.R.C. INC. shall be located at 550 S.W. 12th Avenue, Deerfield Beach, FL 33442. The name and address of the initial registered agent of P.E.R.C. INC. is David T. Price, Esq., 550 S.W. 12th Avenue, Deerfield Beach, FL 33442.

The name and address of the incorporators of P.E.R.C. INC. are:

Name David T. Price

Address 550 S.W. 12th Avenue
Deerfield Beach, FL 33442

VII
DIRECTORS

The names and addresses of the individuals who shall serve as the initial directors of P.E.R.C. INC. are as follows:

<u>Name</u>	<u>Address</u>
David T. Price	550 S.W. 12th Avenue Deerfield Beach, FL 33442
Gerald K. Whiteleather	P.O. Box 1735 Meredith, NH 03253
Joseph Shrier	19300 Story Road Rocky River, OH 44116
David B. Gale	Hopetown, Creat Abaco The Bahamas

VIII
OFFICERS

The affairs of this Corporation shall be managed on a day-to-day basis by the officers in accordance with the Bylaws. The officers shall be appointed from time to time by the Board of Directors. Officers shall serve at the pleasure of the Board of Directors.

X
DISSOLUTION

In the event of dissolution of P.E.R.C. INC., the residual assets of the Corporation will be distributed to Educational Assistance Foundation Inc., or one or more other qualified organizations provided they are at the time exempt organizations described in Sections 501 (c) (3) and 170 (c) (2) and 509 (a) (1) or 509 (a) (2) of the Internal Revenue Code of 1986 or corresponding sections made prior or future Internal Revenue Code.

X
DURATION

The Corporation shall have perpetual existence.

XI
BYLAWS

The first Bylaws shall be adopted by the directors and may be altered, amended or rescinded by the directors in the manner provided by the Bylaws.

XII
AMENDMENTS

These Articles may be amended or repealed, in whole or in part, by a majority vote at any duly organized meeting of the directors.

XIII
CHARITABLE RESTRICTIONS AND LIMITATIONS

1. No part of the net earnings of P.E.R.C. INC. shall enure to the benefit of or be distributed to its governing Board of Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payment and distribution in furtherance of the purposes set forth in Article III hereof.

2. The Corporation shall not attempt to influence legislation as a substantial part of its activities, nor shall it participate to any extent in any political campaign for or against any candidate for public office.

3. It is intended that this Corporation shall have the status of a Corporation which is exempt from Federal income taxation under Section 501 (a) of the Internal Revenue Code, as an organization described in Section 501 (c) (3) of the Code, and described in Section 509 (a) (3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly.

4. At no time shall the Board of Directors of the Corporation be constituted so as to be controlled directly or indirectly by one or more disqualified persons with respect to the Corporation (as defined in Section 4946 of the Code) other than "foundation managers" as defined by the Code.

5. The Corporation shall at all times be controlled or operated in connection with one or more organizations described in Section 509 (a) (1) or Section 509 (a) (2) of the Code.

XIV
UNRELATED BUSINESS ACTIVITY

Notwithstanding any other provision of these Articles of Incorporation, P.E.R.C. INC. shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under the provisions of Sections 501 (c) (3) of the Internal Revenue Code as amended or the corresponding provision of any future United States Internal Revenue Code provision or other activities which are prohibited to a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code as amended or the corresponding provision of any future United States Internal Revenue Code provision or other activities which are prohibited to a corporation.

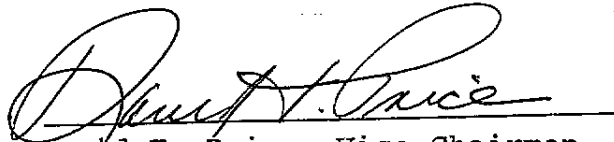
XV
SUBSCRIBERS

The names and addresses of the subscribers to these Articles are:

Name David T. Price

Address 550 S.W. 12th Avenue
Deerfield Beach, FL 33442

IN WITNESS WHEREOF the subscribers have hereunto set their hands and seals, this 25th
day of September, 1998.



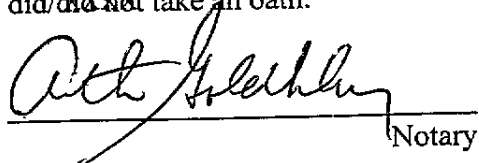
David T. Price, Vice Chairman
Board of Directors and Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 25th day of September
1998 by David T. Price, who is personally known to me ~~or who has produced~~
~~as identification~~ and who did ~~not~~ take an oath.



ARTHUR GOLDKLANG
COMMISSION # CC 473683
EXPIRES JUN 18, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary

Arthur GOLDKLANG
Printed name

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this _____ day of _____
by _____, who is personally known to me or who has produced
_____ as identification and who did/did not take an oath.

Notary
98 SEP 30
DIVISION OF CORPORATIONS
FILED
SECRETARY OF STATE
OPERATIONS
Printed name
8:46

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in paragraph V of these Articles, I hereby accept said appointment and agree to act in this capacity and I agree to comply with the provisions of Chapter 48.091, Florida Statutes relative to keeping open said office.

By: David T. Price
David T. Price

Date: September 25, 1998