

N99000000897



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 131664 4306424

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 70.00

ORDER DATE : February 11, 1999

ORDER TIME : 11:30 AM

ORDER NO. : 131664-005

CUSTOMER NO: 4306424

500002773165--7

CUSTOMER: Ms. Sandy York
STEEL HECTOR & DAVIS
STEEL HECTOR & DAVIS
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC FILING

NAME: SOUTH FLORIDA PRIVATE SCHOOLS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 11 PM 4:55

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CA 2/11/99

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DIVISION OF CORPORATIONS
99 FEB 11 PM 4:55

ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA PRIVATE SCHOOLS, INC.
(A Florida Not-For-Profit Corporation)

Article I
NAME

The name of this corporation shall be SOUTH FLORIDA PRIVATE SCHOOLS, INC. hereinafter called the "Corporation").

Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is c/o Jeffrey S. Bartel, Steel Hector & Davis, LLP, 200 S. Biscayne Boulevard, Suite 4000 Miami, Florida 33131-2398.

Article III
PURPOSE

This Corporation is a not-for-profit corporation, organized and shall be operated exclusively for scientific, educational and charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit and more specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

- (a) To own and operate pre-primary, elementary and secondary educational institutions serving Miami-Dade County, Florida, and surrounding areas;
- (b) To accept, hold, administer, invest and disburse for scientific, educational and charitable purposes such funds or property as may from time to time be given to it by any person, persons, or corporations, or earned by it in its activities.
- (c) To own, manage, operate, lease or take any action in connection with such educational facilities and to acquire (through purchase, joint venture, equity

ownership, lease or otherwise) and develop property, both real and personal, in connection with providing educational services;

(d) To carry on educational activities in and around the community;

(e) To participate in any activity designed and implemented to promote the general education of the communities served by the Corporation; and

(f) To carry on such other activities are in furtherance of and support of the foregoing purposes as are lawful and proper for Corporations formed under the Act and section 501(c)(3) of the Code.

Article IV **MEMBERSHIP**

The Corporation shall have no members.

Article V **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, FL 32301; Company; and the name of the Corporation's initial registered agent at that address is Corporation Service Company.

Article VI **BOARD OF TRUSTEES**

The affairs of this Corporation shall be managed by a Board of Trustees. The number of trustees shall initially be three (3). The number of trustees may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of members of the Board of Trustees shall be regulated by the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Trustees of the Corporation are as follows:

Jeffrey S. Bartel
Steel Hector & Davis, LLP
200 S. Biscayne Boulevard
Suite 4000
Miami, Florida 33131-2398

Michael Gerrits
3550 Biscayne Boulevard, Suite 401
Miami, Florida 33137

Miles E. Gilman
2601 S. Bayshore Drive, Suite 500
Coconut Grove, Florida 33133

Article VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Abigail C. Watts-FitzGerald
c/o Steel Hector & Davis, LLP
200 S. Biscayne Boulevard
Miami, Florida 33131-2938

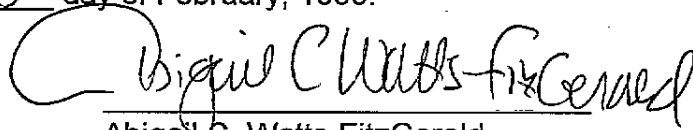
Article VIII
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, as selected by the Board of Trustees.

Article IX
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 10th day of February, 1999.

A handwritten signature in cursive script, reading "Abigail C. Watts-FitzGerald". The signature is written in dark ink and is positioned above a horizontal line.

Abigail C. Watts-FitzGerald
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 11 PM 4:55

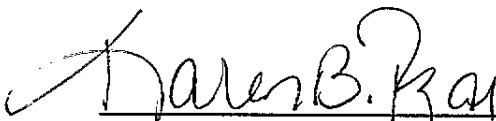
WITNESSETH:

That, South Florida Private Schools, Inc., desiring to organize under the laws of the State of Florida, has named Corporation Service Company, located at 1201 Hays Street, Tallahassee, Florida 32301, 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 the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 11 day of February, 1999.



Corporation Service Company
Registered Agent