N00000001090 Wilson W. Wright
Requestor's Name 217 South Adams Street Address Tallahassee, FL 32301 224
Phone # Office Use Onl CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): 1. The National Education Development Fund, Incorporated (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Pick up time X Walk in Certified Copy Mail out Will wait Photocopy Certificate of Status NEW FILINGS AMENDMENES Amendment Profit Resignation of R.A., Officer/Director NonProfit __ = -Cimited Liability Change of Registered Agent Domestication = Dissolution/Withdrawal Other ∞ Merger REGISTRATION/ OTHER FILINGS QUALIFICATION Annual Report *****78.75 *****78.75 Foreign Fictitious Name Limited Partnership Name Reservation Will Wait Reinstatement Trademark Other

CR2E031(1/95)

Examiner's Initials

2-18-00 7-3.

ARTICLES OF INCORPORATION OF THE NATIONAL EDUCATION DEVELOPMENT FUND, INCORPORATED

ARTICLE I NAME

The name of the corporation shall be:

THE NATIONAL EDUCATION DEVELOPMENT FUND, INCORPORATE

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ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

601 North Ashley Drive, Suite 500 Tampa, Florida 33602

ARTICLE III PURPOSE(S)

The corporation shall be a not-for-profit entity and no economic benefit shall accrue to any member of this corporation. The corporation is being formed for the purpose of providing economic and other assistance (usually acting as an intermediary) to private schools (as opposed to public schools operated by a school system) which carry out their educational missions from physical facilities located in inner city areas of municipalities located throughout the United States and which are also, in large part, not-for-profit institutions.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The corporation's affairs and its assets shall be carried out and maintained by a Board of Directors having not less than one nor more than seven members. The members of the Board of Directors shall be elected annually in January of each year by the majority vote of the members of the corporation, each member being entitled to one vote. Cumulative voting shall not be permitted in the election of directors. Vacancies occurring on the Board of Directors may be filled, until the next election of directors, by appointment by virtue of majority action of the then members of the Board of Directors. Members of the Board of Directors of the corporation need not be members of the corporation.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

WILLIAM T. KIRTLEY, Esq. 2940 South Tamiami Trail Sarasota, Florida 34239

ARTICLE VI INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

WILLIAM T. KIRTLEY, Esq. 2940 South Tamiami Trail Sarasota, Florida 34239

IN WITNESS WHEREOF, these Articles of Incorporation have been executed as of the 16th day of February, 2000.

William T. Kirtley, Incorporate

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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.

Dated: February 16, 2000