

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

NO1000002198

CONTACT: CINDY HICKS

DATE: 3-29-01

REF. #: 0174.15088

CORP. NAME: CITIZENS FOR BETTER
SCHOOLS, INC.

000003929250-3
-03/29/01-01019-033
*****78.75 *****78.75

- | | | |
|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

FILED
01 MAR 29 AM 10:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA
RECEIVED
2001 MAR 29 AM 10:39
DIVISION OF CORPORATIONS
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

STATE FEES PREPAID WITH CHECK# 10510 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

T. SMITH MAR 29 2001

51

ARTICLES OF INCORPORATION
OF
CITIZENS FOR BETTER SCHOOLS, INC.

FILED
01 MAR 29 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a not for profit Corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

CITIZENS FOR BETTER SCHOOLS, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to facilitate the passage by the voters of Sarasota County, Florida of a referendum issue relating an increase in the ad valorem taxes levied by Sarasota County for the purpose of providing additional revenues to the Sarasota County School System, to take all actions necessary to qualify under and comply with Chapter 106, Florida Statutes and to engage in any activity or business permitted under the laws of the United States and in furtherance of its exempt status and for purposes for which a Corporation may be formed under the Florida Not For Profit Corporation Act.

ARTICLE IV - PRINCIPAL OFFICE

The address of the principal place of business of this Corporation shall be:

635 South Orange Avenue
Sarasota, Florida 34236

and, the mailing address of this Corporation shall be:

635 South Orange Avenue
Sarasota, Florida 34236

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and street address of the registered office of this Corporation is:

Jeffrey S. Russell	240 South Pineapple Avenue
	8th Floor
	Sarasota, Florida 34236

ARTICLE VI - DIRECTORS

This Corporation shall have three (3) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Members. Vacancies on the Board of Directors may be filled in such a manner as provided by the By-Laws. The name and address of each member of the first Board of Directors is:

Carl Weinrich	1487 2nd Street
	Sarasota, Florida 34236
Robert Richardson	635 South Orange Avenue
	Sarasota, Florida 34236
Fred Derr	P.O. Box 2719
	Sarasota, Florida 34230

ARTICLE VII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Members and approved at a Members Meeting by a majority of the Members entitled to vote thereon.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Jeffrey S. Russell	240 South Pineapple Avenue
	8th Floor
	Sarasota, Florida 34236

ARTICLE IX - INDEMNIFICATION

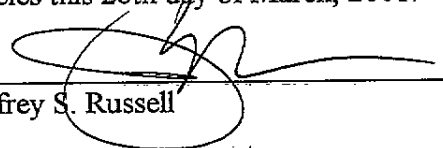
The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the Corporation), by reason of the fact that he is or was a director or officer of the Corporation, against any and all expenses (including attorney's fees, Court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him in connection with such action, suit or proceeding, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided however, that if any past or present officer or director sues the Corporation, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The Corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and,

if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from Corporate funds. If there are no funds available to pay the cost of the indemnification or deficiency resulting from insufficient insurance coverage, then the Board of Directors shall assess the membership to cover such costs. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

ARTICLE X - DISSOLUTION

Upon the dissolution of this Corporation as provided in the Bylaws, its assets shall be distributed to any organization, corporate or otherwise, which has been formed for the purposes set forth in Article III hereof, or if no such organization shall exist, to an entity qualified as a charitable organization pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

The undersigned has executed these Articles this 28th day of March, 2001.

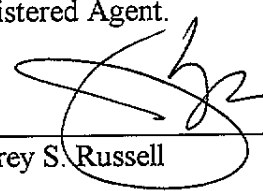


Jeffrey S. Russell

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for CITIZENS FOR BETTER SCHOOLS, INC. at the place designated in the Articles, 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.

March 28, 2001



Jeffrey S. Russell

"REGISTERED AGENT"

