

PO3 0000 25830

Joy Frank

(Requestor's Name)

437 Frank Shaw Rd

(Address)

Tallahassee, FL 32312

(Address)

509-4242 (850)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

School District Management

(Business Entity Name)

Sevius, Inc

(Document Number)

Certified Copies 1 Certificates of Status 1

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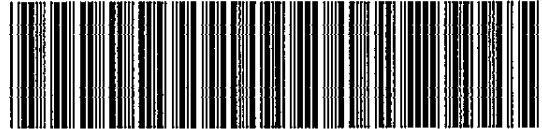
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CORRECT Art. VI, VIII

DATE 3-5-03

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ARTICLES OF INCORPORATION
OF
SCHOOL DISTRICT MANAGEMENT SERVICES, INC.

ARTICLE I.

Name of the Corporation

The name of the corporation is School District Management Services, Inc..

ARTICLE II.

Purpose

1. This corporation is organized for the purpose of engaging in education management services including but not limited to the following:
2. To provide education management services to school districts and other education entities.
3. To provide, subsidize, manage, acquire or dispose of any company, corporation, partnership or business.
4. To take, receive, hold, alter, improve and/or convey real estate and personal property necessary for the purposes of the corporation and other real and personal property or assets, the income from which shall be applied to the purpose of the corporation; in accordance with applicable law; and to lease, mortgage, execute deeds of trust on; or sell or convey property of the corporation and for the further purpose of transacting any and all lawful business whatsoever.

ARTICLE III.

Capital Stock

The corporation is authorized to issue 10,000 shares of stock, all of one class, at \$1.00 par value. Said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting for that purpose.

ARTICLE IV.

Capital

The amount of capital with which the corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V.

Corporate Existence

This corporation shall exist perpetually.

ARTICLE VI.

Address of Corporation

The address of the initial principal office is 437 Frank Shaw Road, Tallahassee, Florida, 32312; and the name of the initial registered agent is Joy Frank, whose street address is 437 Frank Shaw Road; Tallahassee, Florida, 32312. The Board of Directors may, from time to time, move the office to any other address.

ARTICLE VII.

Number of Directors

The number of directors may be increased or decreased from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1).

The corporation shall have five (5) directors initially.

ARTICLE VIII.

Initial Directors

The names and addresses of the first Board of Directors are:

Thomas E. Weightman, President

Martin Miller, Vice President

Joy Frank, Secretary

David Mosrie, Treasurer

J. C. O'Steen, Director

ARTICLE IX.

Self-Dealing

No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is or are interested in, or a director or directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be any way interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation.

ARTICLE X.

Repurchase of Stock

In the event of the death of any stockholder in this corporation, all shares of stock of this corporation owned by him immediately prior to his death shall be deemed to have been offered for

sale, on the day prior to his death, to the corporation, and the corporation agrees to buy the same, provided there are no legal prohibitions, at the then book value.

ARTICLE XI.

By-Laws

The initial by-laws of this corporation shall be as adopted by the initial directors set forth in Article VIII above. Thereafter, the by-laws of this corporation shall be altered, amended or rescinded only by two-thirds of the members of the Board of Directors at a regularly called meeting, or at any other meeting of said Board members called for this purpose, provided, however, that in case a meeting is called for this purpose, it shall be called strictly in accordance with the existing by-laws of the corporation.

ARTICLE XII.

Amendment of Articles

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

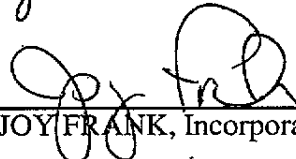
ARTICLE XIII.

Incorporators

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


Joy Frank
437 Frank Shaw Road
Tallahassee, Florida 32312

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of February, 2003.



JOY FRANK, Incorporator

The undersigned, Joy Frank, hereby accepts his appointment as Registered Agent of this corporation, by affixing his signature to these Articles of Incorporation this 27th day of February, 2003.


JOY FRANK, Registered Agent

STATE OF FLORIDA
COUNTY OF LEON

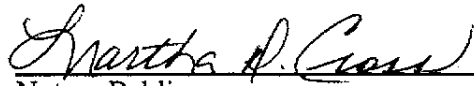
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I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments, personally appeared JOY FRANK, known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and acceptance of designation as Registered Agent, respectively, and he acknowledged before me that he so executed this document.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid this 27th day of February 2003.


Notary Public
Print Name: Martha D. Cross

My Commission Expires:

