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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 106432 7453550

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 1,131.25

ORDER DATE : May 15, 2006

ORDER TIME : 11:58 AM

ORDER NO. : 106432-025

CUSTOMER NO: 7453550

FOREIGN FILINGS

NAME: IMAGINE SCHOOLS NON-PROFIT,
INC.

XXXX QUALIFICATION (TYPE: NP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: _____

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APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. Imagine Schools Non-Profit, Inc
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Virginia 3. 20-3590526
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 16, 2005 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 8/29/05
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)
7. 1005 N Glebe Rd Ste 610 Arlington VA 22201
(Principal office address)
1005 N Glebe Rd Ste 610 Arlington VA 22201
(Current mailing address)
8. operate charter schools, and any other lawful business
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip Code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Jeanine Reynolds
as its agent

Corporation Service Company

By: [Signature]

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Roger NailAddress: 1001 N 19th Street
Arlington VA 22209Vice Chairman: Robert HaftAddress: 3216 Spring Rein Court
Dak Hill VA 20171Director: Dennis W BakkeAddress: 1005 N Glebe Rd, Ste 610
Arlington VA 22201Director: Eileen H BakkeAddress: 1005 N Glebe Rd, Ste 610
Arlington VA 22201

B. OFFICERS

President: Dennis W BakkeAddress: 1005 N Glebe Rd, Ste 610
Arlington VA 22201Vice President: Eileen H BakkeAddress: 1005 N Glebe Rd, Ste 610
Arlington VA 22201Secretary: Eileen H BakkeAddress: 1005 N Glebe Rd, Ste 610 Arlington VA 22201

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Dennis W Bakke, President
(Typed or printed name and capacity of person signing application)FILED
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JUDICIAL CIRCUIT IN AND FOR
DADE COUNTY

12. A. Directors

Imagine Schools Non-Profit, Inc.

Director: Sarah Slusser
Address: 2604 36th Place, NW
Washington DC 20007

Director: John Ruggirello
Address: 10000 Windy Hollow Road
Great Falls VA 22066

Director: Charles Whitaker
Address: River of Community Kindness
3106 Branch Avenue
Marlo Heights MD 20748

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Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

Imagine Schools Non-Profit, Inc. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is August 16, 2005.

Nothing more is hereby certified.

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*Signed and Sealed at Richmond on this Date:
May 16, 2006*

Joel H. Peck
Joel H. Peck, Clerk of the Commission

