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LIMITED LIABILITY COMPANY

Independent Day SchoolHSC, LLC

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**ARTICLES OF ORGANIZATION
OF
INDEPENDENT DAY SCHOOL\HSC, LLC**

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Organization for the purpose of forming a limited liability company solely not-for-profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this limited liability company shall be:
Independent Day School\HSC, LLC

The principal office and mailing address of this limited liability company shall be:
12025 Orange Grove Drive
Tampa, FL 33618

**ARTICLE II
ORGANIZATION**

This limited liability company is organized according to Florida limited liability company laws and these articles are enforceable at law and in equity.

**ARTICLE II
MANAGEMENT**

The limited liability company is a member-managed company.

**ARTICLE III
PURPOSE**

(a) The general nature, objects and purpose for which this limited liability company is exclusively organized and operated is for exempt purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and is operated exclusively to further the charitable purposes of it's member.

(b) This limited liability company will not carry on activities not permitted to be carried on by an organization described in Code Section 501(c)(3), all as more specifically set forth in the Operating Agreement of the Company.

(c) In the event of dissolution or final liquidation of the limited liability company, all assets remaining after the payment of liabilities shall be distributed exclusively to one or more organizations themselves that are exempt as organizations or are organized for exempt purposes under Code Section 501(c)(3) or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, state or local government for exclusive public purpose.

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(d) In the event of a merger, this limited liability company is hereby prohibited from merging with, or converting into, a for-profit entity at any time.

ARTICLE IV **DISTRIBUTIONS AND TRANSFERS**

4.1 The membership interest of the Company may only be issued and/or transferred to a transferee that is a Code Section 501(c)(3) organization or governmental unit or instrumentality. Any direct or indirect issuance or transfer to any transferee that is not a Code Section 501(c)(3) organization is strictly prohibited.

4.2 In the event one or more members ceases at any time to be an organization described in Code Section 501(c)(3) or a governmental unit or instrumentality, a distribution of the assets of the nonexempt member(s) may be transferred according to the following provisions:

- (i) The nonexempt member's interest must be forfeited; or
- (ii) A forced transfer of the nonexempt organization's interest to another Code Section 501(c)(3) organization or governmental unit or instrumentality.

A distribution of the assets to the nonexempt member(s) is prohibited and upon transfer the nonexempt member's rights in the limited liability company are fully terminated within ninety (90) days from the date the member's exemption is revoked.

4.3 The assets, other than membership interest, of this limited liability company may only be transferred to a transferee that is a Code Section 501(c)(3) organization or governmental unit or instrumentality in exchange for fair market value. Any direct or indirect transfer to any transferee that is not a Code Section 501(c)(3) organization or ceases to be a Code Section 501(c)(3) organization is strictly prohibited.

4.4 The exempt Member(s) of the Company will expeditiously and vigorously enforce all of their rights in the Company and will pursue all legal and equitable remedies to protect their interest in the Company.

ARTICLE V **AMENDMENT OF ARTICLES OF ORGANIZATION**

These Articles of Organization may be amended only if consistent with Code Section 501(c)(3) and as provided in the Operating Agreement.

ARTICLE VI **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the limited liability company's registered office is 12025 Orange Grove Dr., Tampa, FL 33618, and the name of the limited liability company's registered agent at such address is Jeffrey C. Shannon. The limited liability company may change its registered

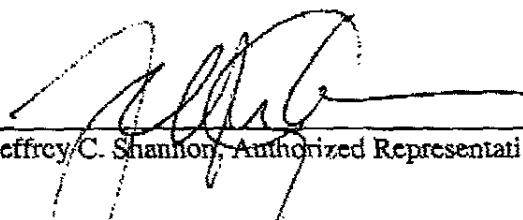
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office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Florida Statutes.

IN WITNESS WHEREOF, these Articles of Organization are hereby executed on behalf of Independent Day School/HSC, LLC by the Authorized Representative of its Member this 9th day of August, 2004.

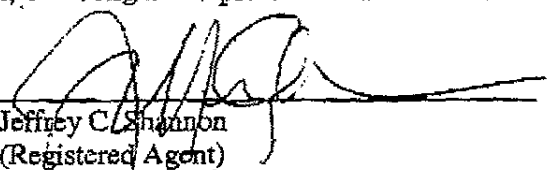


Jeffrey C. Shannon, Authorized Representative

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CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above-stated limited liability company, at the place designated in its Articles of Organization, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 608.415, Florida Statutes.


Jeffrey C. Shannon
(Registered Agent)

Date: 8/9/04

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