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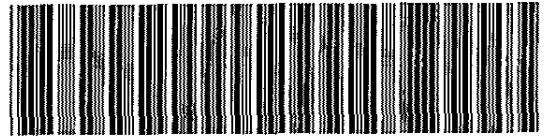
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05 AUG 26 PM 4:16  
STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
05 AUG 26 AM 8:43  
STATE  
TALLAHASSEE, FLORIDA

**CSC**

CL CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 564897 7453550

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 26, 2005

ORDER TIME : 11:50 AM

ORDER NO. : 564897-005

CUSTOMER NO: 7453550

CUSTOMER: Mr. Dennis W. Bakke  
Imagine Schools

Suite 610  
1005 North Glebe Road  
Arlington, VA 22201

DOMESTIC FILING

NAME: IMAGINE-BREVARD COUNTY, LLC

EFFECTIVE DATE:

\_\_\_\_ ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: \_\_\_\_\_

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05 AUG 26 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**  
**OF**  
**IMAGINE – BREVARD COUNTY, LLC**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 608.407 of the Florida Statutes, the undersigned sets forth the following:


1. Name. The name of the Limited Liability Company is **Imagine – Brevard County, LLC** (hereinafter the “LLC”).

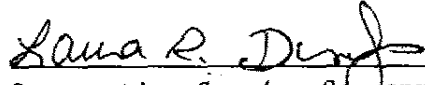
2. Purpose. The purpose for which the LLC is organized is to establish and operate a public charter school in Florida to serve educational and charitable purposes and qualify for derivative exempt status as a disregarded entity within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or a related section of a successor statute (the “Code”) by virtue of its relationship with its single member Imagine Schools Non-Profit, Inc., a Virginia nonstock corporation (the “Member”). The LLC shall also qualify through its exempt status relationship derived from its Member as an educational organization for purposes of receiving deductible gifts and grants within the meaning of Section 170(b)(1)(A)(ii) of the Code, and to engage in any lawful act or activity for which limited liability companies may be organized under Florida law.

3. Address. The mailing address and the street address of the principal office of the LLC is 3250 Mary Street, Suite 202, Coconut Grove, FL 33133.

4. Resident Agent. The name of the resident agent of the LLC is Corporation Service Company, a Florida Corporation, whose address is 1201 Hays Street, Tallahassee, FL 32301.

5. Amendments or Restatements. Any amendment or restatement of these Articles of Organization, and any Operating Agreement, shall be in writing and shall not be effective unless and until approved in writing by the Member. No oral representations by the Member shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, these Articles and any written operating agreement of the LLC.

  
Dennis W. Bakke  
Director  
Imagine Schools Non-Profit, Inc.  
(Single Member of Imagine – Brevard County, LLC)

  
Corporation Service Company  
Laura R. Dunlap  
Resident Agent as its agent  
Imagine – Brevard County, LLC

Filing Party's Return Address:  
Dennis W. Bakke  
Imagine – Brevard County, LLC  
3250 Mary Street  
Suite 202  
Coconut Grove, FL 33133