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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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07 JUL 11 AM 10:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 989283 7453550

AUTHORIZATION :

COST LIMIT : \$ 155.00

ORDER DATE : July 10, 2007

ORDER TIME : 4:53 PM

ORDER NO. : 989283-030

CUSTOMER NO: 7453550

[Signature]
07 JUL 2007
AM 10:51
FILED
TALLAHASSEE
CLERK OF STATE
FLORIDA

DOMESTIC FILING

NAME: IMAGINE SCHOOL AT NORTH
INDIAN RIVER 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: Jeanine Reynolds - EXT. 2933

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF**

IMAGINE SCHOOL AT NORTH INDIAN RIVER COUNTY, LLC

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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 School at North Indian River 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, 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 School
at North Indian River County, LLC)


Jeanine Reynolds
as its agent
Corporation Service Company
Resident Agent
Imagine School at North Indian River
County, LLC

Filing Party's Return Address:
Dennis W. Bakke, Imagine School at
North Indian River County, LLC
3250 Mary Street
Suite 202
Coconut Grove, FL 33133