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DEPT. OF CORP. REGISTRATION
TALLAHASSEE, FLORIDA

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08 JUL - 9 PM 4:15
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

B. KOHR

JUL - 9 2008

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 641065 7453550

AUTHORIZATION :

COST LIMIT : \$ 125.00

[Handwritten signature]

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08 JUL -9 PM 4:15
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ORDER DATE : July 9, 2008

ORDER TIME : 11:04 AM

ORDER NO. : 641065-010

CUSTOMER NO: 7453550

DOMESTIC FILING

NAME: IMAGINE SCHOOL AT ALACHUA,
LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Doreen Wallace - EXT. 2928

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
OF
IMAGINE SCHOOL AT ALACHUA, LLC

FILED
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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 School at Alachua, 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. Registered Agent. The name of the registered agent of the LLC is Corporation Service Company, a Delaware 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
President and CEO
Imagine Schools Non-Profit, Inc.
(Single Member of Imagine School at Alachua, LLC)


Corporation Service Company
Registered Agent
Imagine School at Alachua, LLC

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

Doreen Wallace
Assistant Vice President