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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6383

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From:

Account Name : TRIPP SCOTT, P.A.  
Account Number : 075350000065  
Phone : (954) 525-7500  
Fax Number : (954) 761-8475

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

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**FLORIDA LIMITED LIABILITY CO.  
MacDill Advisory Educational Council, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
MACDILL ADVISORY EDUCATIONAL COUNCIL, LLC**

**THE UNDERSIGNED**, as Authorized Representative, on behalf of a limited liability company organized under the laws of the State of Florida, does hereby subscribe to and file these Articles of Organization, and such limited liability company hereby elects to be governed by the Florida Revised Limited Liability Act pursuant to Section 605.1108, F.S.

**ARTICLE I  
NAME**

Section 1.1. The name of this limited liability company is:

MACDILL ADVISORY EDUCATIONAL COUNCIL, LLC

**ARTICLE II  
ADDRESS**

Section 2.1. The mailing address and street address of the principal office of the Company is:

6245 N. Federal Highway, 5th Floor  
Fort Lauderdale, FL 33308

**ARTICLE III  
REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED  
AGENT'S SIGNATURE**

Section 3.1. The name and the Florida street address of the registered agent is:

CT Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Section 605.0113, F.S.

CT CORPORATION SYSTEM

By: 

Printed Name: \_\_\_\_\_

Registered Agent

**Madonna Cuddihy  
Special Assistant Secretary**

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**ARTICLE IV  
PURPOSE**

Section 4.1. The purposes for which the Company is organized is to assist with the establishment, development and administration of charter schools, and to make grants to further elementary, middle and high school educational programs and facilities and other capital needs for such schools providing elementary, middle and high school educational programs through charter schools, and other charitable activities and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for such purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and the Regulations issued pursuant thereto (the "Code"), as they now exist or as they may hereafter be amended.

Section 4.2. The Company shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Company is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Company shall exercise only such powers as are in furtherance of the exempt purposes of its member or organizations as set forth in Section 501(c)(3) of the Code as the same now exist or as it may be hereinafter amended from time to time.

Section 4.3. No part of the net earnings of the Company shall inure to the benefit of, or be distributable to, any Member or Officer of the Company or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Company affecting one or more of its purposes); and no Member or Officer of the Company, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Company.

Section 4.4. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition of any candidate for public office.

Section 4.5. The Company shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The Company shall not distribute any of its assets to any Member who ceases to be an organization exempt from taxation under Section 501(c)(3) of the Code.

Section 4.7. The Company shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.8. The Company shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.9. The Company shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws.

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Section 4.10. The Company shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.11. The Company, interests in the Company (other than membership interest), or the assets of the Company may only be availed of or transferred to (whether directly or indirectly) any nonmember other than an organization exempt from taxation under Section 501(c)(3) of the Code in exchange for fair market value.

Section 4.12. Notwithstanding any other provision of these Articles of Organization, the Company shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4.13. Upon the dissolution of the Company, the Member shall, after paying or making provision for the payment of all of the liabilities of the Company, dispose of all of the assets of the Company to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Member shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Company is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE V MEMBERS

Section 5.1. This Company shall have a membership consisting solely of organizations exempt from taxation under Section 501(c)(3) of the Code.

Section 5.2. The direct or indirect transfer of any membership interest in the Company to a transferee other than an organization exempt from taxation under Section 501(c)(3) of the Code is expressly prohibited.

Section 5.3. In the event one or more Members ceases to be an organization exempt from taxation under Section 501(c)(3) of the Code, such Member's interest in the Company shall be forfeited and its rights in the Company shall be fully terminated within ninety (90) days from the date such Member's exemption is revoked.

Section 5.4. The Members 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 interests in the Company.

## ARTICLE VI MANAGEMENT

Section 6.1. The management and conduct of the Company shall be vested in the members (hereinafter referred to as the "Member") and the Company shall be a member-managed limited liability company.

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Section 6.2. The initial Member shall be :TitleName and Address

Member

The Florida Charter Educational  
Foundation, Inc.  
6245 N. Federal Highway, 5th Floor  
Fort Lauderdale, FL 33308

**ARTICLE VII  
AMENDMENTS**

Section 7.1. These Articles of Organization may be amended in the manner and with the vote provided by law and Section 501(c)(3) of the Code.

Section 7.2. The Company shall not merge with, or convert into, a for-profit entity.

**ARTICLE VIII  
OPERATING AGREEMENT**

Section 8.1. The Member of this Company shall adopt an Operating Agreement for the government of this Company which shall be subordinate only to the Articles of Organization and the laws of the United States and the State of Florida. The Operating Agreement may be amended from time to time by the Member in the manner and with the vote provided by law and Section 501(c)(3) of the Code.

Section 8.2. All of the Company's organizing documents, including these Articles of Organization, and the Operating Agreement shall be consistent with the laws of the State of Florida, and are enforceable at law and in equity.

**ARTICLE IX  
EFFECTIVE DATE**

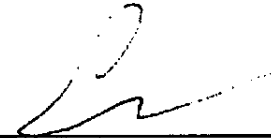
Section 9.1. The Articles of Organization shall be effective on the date and time of their filing with the Department of State.

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In accordance with Section 605.0201(4), F.S., the execution of the Articles of Organization by the undersigned Authorized Representative constitutes an affirmation by such Authorized Representative that the Company shall have at least one member at the time these Articles of Organization shall become effective.

REQUIRED SIGNATURE:

  
Name: Edward J. Pozzuoli, Esq.  
Authorized Representative

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