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C. LEDON ANCHORS
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January 20, 2000

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Via Federal Express

In Re: Articles of Incorporation
The University Schools of Okaloosa County, Inc.

Dear Sir or Madam:

Please find enclosed the following:

1. Articles of Incorporation of The University Schools of Okaloosa County, Inc.;
2. Certificate of Designation of Registered Agent/Registered Office;
3. Check in the amount of \$78.75 which represents \$35 filing fee, \$35 Certificate of Designation fee and \$8.75 for a certified copy of the Articles of Incorporation.

Please file the Articles of Incorporation and forward us a certified copy of them.

If you should have any questions, please do not hesitate to call me.

Sincerely,

ANCHORS, FOSTER, MCINNIS & KEEFE, P.A.

C. JEFFREY MCINNIS

CJM/ks

Enclosures as stated

S. Thompson JAN 28 2000

ARTICLES OF INCORPORATION
OF
THE UNIVERSITY SCHOOLS OF OKALOOSA COUNTY, INC.
(A Florida Corporation Not-For-Profit)

FILED
00 JAN 21 AM 8:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME:

The name of this corporation is The University Schools of Okaloosa County, Inc., (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION:

The Corporation shall exist perpetually, commencing upon filing with the Secretary of State of these Articles of Incorporation.

ARTICLE III - PURPOSE:

The specific purposes for which this not-for-profit corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law and, in furtherance of these purposes, the corporation may:

a) Encourage the making of gifts, good deeds and other donations for the assistance, advancement and strengthening of the development and growth of the educational program of the Corporation. This Corporation is primarily established to promote and operate charter public schools under the provisions of Florida law.

b) Encourage, solicit, receive and administer gifts, bequests, donations and good deeds, by deed, will or otherwise, for the advancement of corporate purposes.

c) Take, receive, own, hold, administer, distribute and dispose of property, gifts or donations of all kinds, whether owned by it or others, whether real, personal or mixed, acquired by gift, bequest, devise or otherwise, for the advancement, promotion, extension or maintenance of such causes and objects.

d) Acquire by lease, option, purchase, gift, grant, devise or conveyance, or otherwise to hold, enjoy, possess, rent, lease and sell real property or any interest in real property as may be deemed in the interest of the corporation.

e) Borrow money to be used by it in payment of property bought by it, or for erecting buildings, making improvements and for other purposes germane to the projects of its creation, and to secure the repayment of the money thus borrowed by mortgage, pledge, or deed of trust, but no asset may be pledged or committed in a manner that would violate the provisions of Florida law governing charter schools operations.

(f) Do and perform all other acts and things which may be incidental to and come legitimately within the scope of any and all the foregoing objects and purposes or which may be necessary or appropriate for the carrying out and accomplishing of any and all of the foregoing objects and purposes, and subject to the limitations herein above or hereinafter expressed to have and exercise all rights and powers not conferred or which may hereafter be conferred on corporations not for profit under the laws of the State of Florida.

(g) Anything herein contained to the contrary notwithstanding, the corporation shall not be operated for private profit and no part of the assets or the net earnings of the corporation shall at any time inure to the benefit of any member, director, or officer, or be applied to the activities and carrying on propaganda or attempting to influence legislation; and no part of the assets or the net earnings of the corporation shall at any time be applied to any purposes other than charitable, scientific, literary, or educational.

(h) The foregoing clauses shall be construed equally as objects, purposes, and powers and the foregoing enumeration of specific objects, purposes and powers not be construed or held to limit or restrict in any manner the powers of the corporation as expressly conferred by law, except as expressly stated herein.

ARTICLE IV - NON-STOCK CORPORATION:

This Corporation is organized on a non-stock basis pursuant to the provisions of Chapter 617, Florida Statutes.

ARTICLE V - MEMBERSHIP:

Membership in the Corporation shall be established and regulated by the By-Laws of the Corporation.

ARTICLE VI - INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT:

The street address of the initial principal office of the Corporation is 120 Lowery Place, S.E., Fort Walton Beach, Florida 32548. The street address of the initial registered office of the Corporation is 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547-6711 and the initial registered agent of the Corporation at that address is C. Jeffrey McInnis.

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have ten (10) directors initially. The number of directors may be either increased or diminished from time to time as set forth in the By-Laws but shall never be less than five (5). The Directors shall be elected and/or appointed as prescribed in the By-Laws. The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Robert Schmidt	342 Louise Circle, Destin, FL 32541
Kenneth Beaird	114 W. County Club Drive, Destin, FL 32541
Anne Johnston	107 Star Drive, Fort Walton Beach, FL 32548
Damon Landingham	220 Casper Drive, Fort Walton Beach, FL 32547
Claude Connell	156 Grandview Avenue, Valparaiso, FL 32580
Linda Randes	1185 Wiltshire Court, Fort Walton Beach, FL 32548
Donna Fowler	Post Office Box 357, Crestview, FL 32536
Vince Bruner	110 S.E. Eglin Parkway, Fort Walton Beach, FL 32548
Lannie Corbin	208 N. Partin Drive, Niceville, FL 32578
Marcella Willis	415 Jillian Drive, Crestview, FL 32536

ARTICLE VIII - INCORPORATOR:

The name and address of the person signing these Articles is as follows: C. Jeffrey McInnis, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547-6711.

ARTICLE IX - BY-LAWS:

The Board of Directors of this Corporation shall provide By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice, the By-Laws may be amended, altered or rescinded by a two-thirds (2/3) vote of all of the members of the Board of Directors of the Corporation at any regular or special meeting called for that purpose.

ARTICLE X - POWERS:

In order to promote the purposes of the Corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold, maintain, repair, improve and dispose of such property as the Corporation shall require for the benefit of its members and not for pecuniary profit, and it shall have all corporate powers enumerated in Chapter 617 of the Florida Statutes, which powers are specifically incorporated herein by reference.

The Corporation is further empowered to indemnify any directors or officers or former directors or officers of the Corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not-for-profit, against any liability, damages and expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which they are made a party by means of being or having been such director or officer except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of his or her duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any by-laws, agreements, vote of the Board of Directors or members, or otherwise.

ARTICLE XI - AMENDMENT OF ARTICLES:

Upon proper notice, these Articles of Incorporation may be amended by a two-

thirds (2/3) vote of all of the members of the Board of Directors of the Corporation at any regular or special meeting called for that purpose.

ARTICLE XII - CHARITABLE RESTRICTIONS AND LIMITATIONS:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

B. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by:

- (i) a not-for-profit corporation under Chapter 617, Florida Statutes, or any other corresponding provision of any future Florida Statute; or,
- (ii) any corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law; or,
- (iii) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law; or,
- (iv) a not-for-profit entity holding a Charter School Contract with a Florida public school board as regulated by Florida law.

ARTICLE XIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION:

Upon the dissolution of this Corporation, all of its assets, remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation and all costs and expenses of such dissolution, shall be distributed to the School Board of Okaloosa County, Florida, a body corporate, or its successor provided said body

corporate or successor are exempt as organizations described under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or as may be directed by Florida law controlling such distribution by holders of school charters in the State of Florida, and none of the assets shall be distributed to any member, officer, or Director of the Corporation.

ARTICLE XIV - NON-DISCRIMINATION:

This corporation is committed to the concepts of equity and equal opportunity and commits itself not to discriminate on the basis of race, color, religion, sex, age, national origin, or handicap in the exercise of its operations and/or activities.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 20th day of January, 2000 for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

WITNESSES:

Karen Sell
Print Name: KAREN SELL

Belinda J. McInnis
Print Name: Belinda J. McInnis

INCORPORATOR:

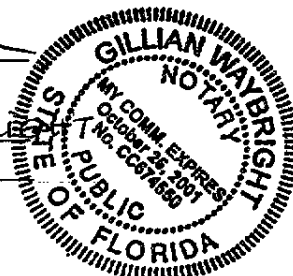
C. Jeffrey McInnis
C. Jeffrey McInnis, Esq.

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing Articles of Incorporation of The University Schools of Okaloosa County, Inc. was acknowledged before me this 20th day of January, 2000, by C. Jeffrey McInnis who is personally known to me.

NOTARY PUBLIC:

Gillian Waybright
State of Florida at Large (Seal)
print name: GILLIAN WAYBRIGHT
My Commission Expires: _____



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **The University Schools of Okaloosa County, Inc.**
2. The name and address of the registered agent and office is:

C. Jeffrey McInnis, Esq.
909 Mar Walt Drive
Suite 1014
Fort Walton Beach, FL 32547

FILED
00 JAN 21 AM 8:29
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

SIGNATURE: _____

C. Jeffrey McInnis

DATE: January 20, 2000