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2000 APR 18 AM 11:21

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NOOOOOOOO 17, 2000 2690

Via UPS Next Day Air

Florida Department of State
Division Of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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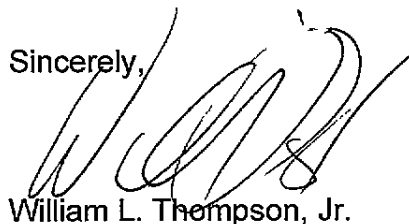
Re: **DEVELOPMENT CENTER - CLAY, INC.**

Dear Sirs:

I have enclosed for filing two (2) original ARTICLES OF INCORPORATION of DEVELOPMENT CENTER - CLAY, INC. Please file one original of these documents and return a certified original of the Articles receipt stamped to this office in the enclosed self addressed envelope. Also enclosed is our firm check, in the amount of \$78.75, representing the filing fee.

Please contact our office should you have any questions or concerns. Thank you for your assistance.

Sincerely,



William L. Thompson, Jr.

WLT/ptj

Enclosures

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ARTICLES OF INCORPORATION
OF
DEVELOPMENT CENTER - CLAY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is "Development Center - Clay, Inc."

ARTICLE II

TERM OF EXISTENCE

The term for which the corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

ARTICLE III

PURPOSE

The specific purposes and objects of the corporation, governed by Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, shall be to organize and carry on educational activities as a charter school by conducting a not for profit school that maintains regularly scheduled curriculum, a regular facility and a regularly enrolled student body in attendance at a place where the educational activities are regularly carried on in accordance with Florida law.

ARTICLE IV

SCOPE OF ACTIVITY

The corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities that may be necessary, useful, suitable, desirable or proper for the

furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation 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 in this Articles of Incorporation to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1986 and the regulations under the Internal Revenue Code as the Internal Revenue Code and such regulations now exist or as they may hereafter be amended from time to time.

ARTICLE V

PROHIBITED ACTIVITIES

At all times, and notwithstanding any change in name, merger, consolidation, reorganization, termination, dissolution or winding up of this corporation, voluntary or involuntary, or by operation of law, or any other provision of these Articles of Incorporation or any other organizational documents of the corporation:

(a) The corporation shall not possess or exercise any power or authority either expressly, by interpretation or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c) of the Internal Revenue Code of 1986, as amended, nor shall it engage directly or indirectly in any activity that would cause the loss of such qualification.

(b) No part of the assets or net earnings of the corporation shall be used ever, nor shall the corporation ever be organized or operated, for purposes that do not exclusively promote charitable purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, as amended.

(c) The corporation shall not be operated for the principal purpose of carrying on a trade or business for profit.

(d) At no time shall the corporation engage in any activities that are unlawful under the laws of the United States of America, the State of Florida or any other jurisdiction where its activities are carried on.

(e) No part of the income of the corporation shall enure to the benefit of any shareholder, member, trustee, director, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets.

(f) The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, and the corporation shall not:

(i) Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended;

(ii) Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended;

(iii) Make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1986, as amended; or

(iv) Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

(g) No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE VI

DISSOLUTION

Upon the termination, dissolution or winding up of the corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, one or more organizations having either exclusively charitable, religious, scientific or educational purposes or a primary purpose to promote social welfare only for exempt purposes as defined in Section 501(c) of the Internal Revenue Code of 1986, as amended.

ARTICLE VII

MEMBERSHIP AND DIRECTORS

The corporation is to be organized on a non-stock membership basis. Such membership shall be nonredeemable, nontransferable and non-divided bearing. The initial members shall be as determined by the Incorporator and placed in the Minute Book of the corporation. Once the initial members are specified, additional persons or entities may be added as members of this corporation by the existing members.

The corporation shall have four (4) Directors. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below four (4). The initial directors shall be as determined by the Incorporator and the names and addresses placed in the Minute Book of the corporation. Once the initial members are specified, directors shall be elected or removed by a majority vote of the then existing members consistent with the Bylaws of the corporation.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation in the State of Florida is 2301 Park Avenue, Suite 404, Orange Park, Florida, 32073, and the name of the initial registered agent of the corporation at that address is William L. Thompson, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE IX

PRINCIPAL OFFICE

The initial principal office of the corporation is 6710 86th Avenue North, Pinellas Park, Florida, 33782. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE X

BYLAWS

Both the members and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the members may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XII

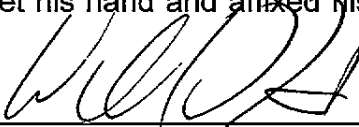
INCORPORATORS

The name and address of the initial incorporator of the corporation are:

William L. Thompson, Jr.

2301 Park Avenue, Suite 404
Orange Park, Florida 32073

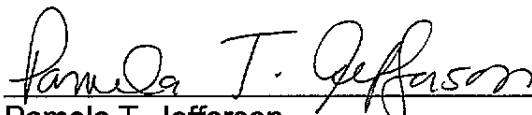
IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 17th day of April, 2000.


_____(SEAL)
William L. Thompson, Jr., Incorporator

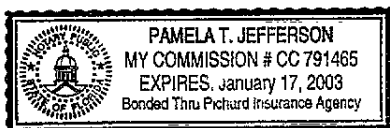
STATE OF FLORIDA)
COUNTY OF CLAY)

The foregoing instrument was acknowledged before me this 17th day of April, 2000, by William L. Thompson, Jr., who is personally known to me.

(SEAL)



Pamela T. Jefferson
Notary Public, State of Florida



**CERTIFICATE OF ACCEPTANCE OF DESIGNATION
OF REGISTERED AGENT OF
DEVELOPMENT CENTER - CLAY, INC.**

The undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon **DEVELOPMENT CENTER - CLAY, INC.**, a not for profit corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 2301 Park Avenue, Suite 404, Orange Park, Florida, 32073.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Orange Park, Clay County, Florida, on this 17 day of April, 2000.



William L. Thompson, Jr.
Registered Agent

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TALLAHASSEE, FLORIDA