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Orlando, Florida 32801
(407) 836-7320 • Fax (407) 836-2178

NO0000003583

Via Federal Express

May 23, 2000

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

To Whom it May Concern:

Enclosed is the original Articles of Incorporation for Florida Private School Council, Inc., and check #6581 from Fleming Corporation in the amount of \$78.75 for filing fees, registered agent designation and a certified copy.

As we would like to receive the certified copy as soon as possible, please return the certified copy to my attention using our Federal Express account number for the return, 1985-8837-7.

Sincerely,

James A. Moreland

James A. Moreland
Assistant County Attorney

JAM/jld
enc.

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Informed client by letter
I corrected address for RA
in ART. XII.

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FILED
00 MAY 24 PM 2:24
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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S. Thompson JUN 02 2000

ARTICLES OF INCORPORATION
OF
FLORIDA PRIVATE SCHOOL COUNCIL, INC.

FILED
00 MAY 24 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is: FLORIDA PRIVATE SCHOOL COUNCIL, INC.

ARTICLE II. PURPOSE

The general nature of the objectives and purposes of this corporation shall be:

A. The Corporation is organized and shall be operated exclusively for charitable and educational purposes.

B. This corporation shall not be organized for the pecuniary or business profit of its members, directors, officers or any other individuals connected with this corporation.

C. Making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the U. S. Internal Revenue Code of 1986 as amended (hereinafter "Code").

D. To acquire by gift or purchase, hold, sell, convey, assign, mortgage or lease any property, real or personal, for said charitable purpose as the Board of Directors in their discretion may determine.

E. To borrow money and to issue evidence in the furtherance of any of all of the objects of its business, and to secure loans by mortgage, pledge, deed of trust or other lien.

F. To engage in any kind of activity and to enter into, perform and carry out contracts of any kind necessary or in connection with or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

G. The purposes for which the corporation is organized are exclusively charitable 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.

ARTICLE III. QUALIFICATIONS OF MEMBERS

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons as from time to time hereafter may become members in the manner provided by the Bylaws.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. SUBSCRIBERS

The names and residences of the subscribers to these Articles are:

Robert A. Harms
17711 Eagle Lane
Lutz, Florida 33549

ARTICLE VI. OFFICERS

Section 1. The Officers of the corporation shall be a President, Vice

President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the corporation until the First

Meeting of the Board of Directors and their residences are:

President	Robert A. Harms, Ph.D. 17711 Eagle Lane Lutz, FL 33549
Vice-President	Richard B. Davis 6700 South Florida Avenue, Suite 7 Lakeland, FL 33813-3310
Treasurer	Richard B. Davis 6700 South Florida Avenue, Suite 7 Lakeland, FL 33813-3310
Secretary	Sally Coward 1901 Brinson Road, Apt. J-6 Lutz, FL 33549

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The Business affairs of this corporation shall be managed by the Board of Directors.

This corporation shall have three (3) Directors initially. The number of Directors may be increased from time to time by the Bylaws, but shall never be less than three (3) or more than twenty (20).

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 3. The names and residences of the persons who are to serve as Directors for the ensuing year or until the First Annual Meeting of the Corporation are:

Robert A. Harms, Ph.D.
Richard B. Davis
Sally Coward

ARTICLE VIII. BYLAWS

Section 1. The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes, as they may deem necessary, from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX. AMENDMENTS

Section 1. Articles of Incorporation may be amended at a Special Meeting of the membership for that purpose by two-thirds of vote of those present.

Section 2. Amendments may also be made at a Regular Meeting of the membership upon notice given as provided by the Bylaws of intention to submit such amendments.

ARTICLE X. LOCATION and PRINCIPAL OFFICE

The location of this corporation shall be in Hillsborough County, Florida and the principal office address shall be 17711 Eagle Lane, Lutz, Florida 33549.

ARTICLE XI. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or private individuals, but 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 II hereof. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal

taxation under Section 501(a) of the Code, and as an organization described in Section 501(c)(3) hereof.

These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Notwithstanding anything to the contrary hereinbefore contained, the Corporation shall make distributions for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of said Code; and the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of said Code), retain any excess business holdings (as defined in Section 4943(c) of said Code), make any investments in such manner as to subject the Corporation to tax under Section 4944 of said Code, or make any taxable expenditures (as defined in Section 4045(d) of said Code).

Section 3. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, educational or scientific purposes to such "qualified" organization or organizations as the Board of Directors shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article Eleventh only if at the time of the distribution of such assets it is operated exclusively for the purposes described in Sections 170(c)(2)(B) and 501(c)(3) of the Code.

Section 4. The affirmative vote of two-thirds of the whole number of Members then serving shall

be required to adopt or approve the following actions:

- (A) Liquidation or dissolution of the Corporation;
- (B) Merger, consolidation or transfer of substantially all the assets of the Corporation; and
- (C) Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or adoption of new Articles of Incorporation.

Section 5. Any reference in these Articles to a section of the Internal Revenue Code shall be interpreted to include a reference to the corresponding provisions of any applicable future United States internal revenue law.

ARTICLE XII. RESIDENT AGENT

The resident Agent of this corporation initially, and his address, is as follows: Robert A. Harms, Ph.D.,
17711 Eagle Lane, Lutz, Florida 33549.

DATED: May 23, 2000.

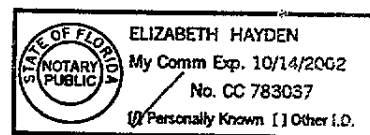
Robert A Harms PhD
Robert A. Harms, Ph.D.
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared, ROBERT A. HARMS, Ph.D., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledges before me that he has executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd day of MAY, 2000.

Elizabeth Hayden
NOTARY PUBLIC
My commission expires:



ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

The undersigned, having been named to accept service of process for **FLORIDA PRIVATE SCHOOL COUNCIL, INC.**, at the place designated in the Articles of Incorporation of said corporation, hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

Robert A. Harms Ph.D.
Robert A. Harms, Ph.D.
Resident Agent

FILED
00 MAY 24 PM 2:24
SECONDARY PRIVATE
TALLAHASSEE FLORIDA