

N 00000003769

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May 26, 2000

FILED
00 MAY 31 AM 9:57
SEC. E. H. J. J. J. J.
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

100003271661--4
-05/31/00-01035-001
****131.25 *****87.50

Re: Bay Village Center for Education, Inc

Ladies and Gentlemen:

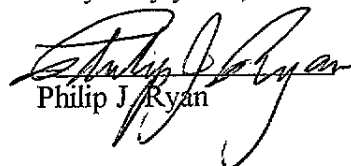
Enclosed is an original and one (i) copy of the Articles of Incorporation (including the Designation of Registered Agent) of the above captioned corporation. Also enclosed is my check in the sum of \$131.25, which I understand is the fee for filing, certified copy and Certificate.

Please return the certified copy and Certificate to the corporation's designated Registered Agent:

Dennis DiNoia
2426 49th Street, North
St. Petersburg, FL 33710

Thank you very much.

Very truly yours,


Philip J. Ryan

S. Thompson JUN 09 2000

ARTICLES OF INCORPORATION

The undersigned, acting as the sole incorporator of a Non-Profit Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is: **Bay Village Center for Education, Inc**

ARTICLE II

Principal place of business and mailing address

The principal place of business and mailing address of this corporation is:

c/o Study Buddy
1405 Martin Luther King (9th) Street, North
Saint Petersburg, Florida 33704

ARTICLE III

Purposes

This corporation is formed, and will be operated, as a 501(c)(3) organization, pursuant to the terms of the United States Internal Revenue Code.

The specific purposes for which the corporation is organized are:

To educate children and adults; to operate a school; to seek a charter from the School Board of the Pinellas School District to operate a public school under a charter granted in accordance with Florida law; to operate a charter public school in accordance with such charter; to provide educational services to persons of all ages, both directly and through other 501(c)(3) organizations; and to exercise such lawful powers as may be necessary or appropriate to accomplish the above enumerated purposes; provided, however, that the corporation shall not engage in any activities that are prohibited to a 501(c)(3) organization.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE IV
Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

The initial appointment of directors shall be made by the Incorporator. Thereafter, election of directors shall be as stated in the Bylaws

ARTICLE V
Limitation of corporate powers

The corporation shall not engage in any activities that are prohibited to a 501(c)(3) organization. In the event of the dissolution of this corporation, the net remaining assets, if any will be distributed to one or more organizations that qualify under Section 501(c)(3) of the United States Internal Revenue Code of 1986, or as it may hereafter be amended.

The initial bylaws of this corporation shall be adopted by the Incorporator and ratified by the Directors at their first meeting. Thereafter, except as otherwise expressly provided therein, the bylaws may be amended, altered or rescinded only by a two-thirds vote of the Directors voting at a regular meeting or at a special meeting called for that purpose, provided that notice, and a copy, of any proposed change is given at least two weeks prior to such meeting.

The members of this corporation shall consist solely of the members of the Board of Directors. The authorized number, qualifications, rights and duties of the members of the corporation, and of the Board of Directors, shall be as set forth in the bylaws.

ARTICLE VI
Initial registered agent and street address

The name and street address of the initial registered agent is:

Dennis DiNoia
2426 Forty Ninth Street, North
Saint Petersburg, Florida 33704

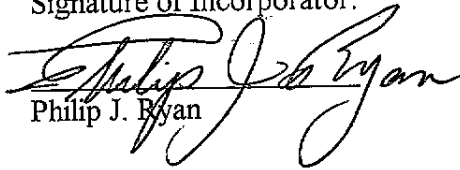
ARTICLE VII
Incorporator

The name and the street address of the sole incorporator signing these Articles of Incorporation is:

Philip J. Ryan
6372 Palma del Mar Blvd. #608
Saint Petersburg, Florida 33715

The undersigned incorporator has executed these Articles of Incorporation this 23rd day of May, 2000.

Signature of Incorporator:


Philip J. Ryan

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CLERK OF STATE
TALLAHASSEE FLORIDA

BAY VILLAGE CENTER FOR EDUCATION, INC.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for **BAY VILLAGE CENTER FOR EDUCATION, INC.**, at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Dennis DiNoia
2426 49th Street N.
St. Petersburg, FL 23710

Dated: May 23, 2000

Signed: 