

NO0000006464

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

SUBJECT: PROGRESSIVE SCHOOLS INC.

<input type="checkbox"/>	\$70.00 Filing Fee	<input checked="" type="checkbox"/>	\$78.75 Filing Fee & Certificate	<input type="checkbox"/>	\$122.50 Filing Fee & Certified Copy	<input type="checkbox"/>	\$131.25 Filing Fee, Certified Cop & Certificate
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FROM: Tony Palmieri
724 Aragon Avenue NE
Palm Bay, Florida 32905
Daytime Telephone number 407-952-2949

FILED
00 JUL -6 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
9

the articles

T. SMITH JUL -6 2000
7-491-3



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 13, 2000

TONY PALMIERI
724 ARAGON AVE NE
PALM BAY, FL 32905

SUBJECT: PROGRESSIVE SCHOOLS INC.
Ref. Number: W00000014917

We have received your document for PROGRESSIVE SCHOOLS INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 200A00033627

ARTICLES OF INCORPORATION

OF

PROGRESSIVE SCHOOLS INC.

(a Florida NonProfit Corporation)

(Execute in Triplicate Originals)

FILED
00 JUL -6 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under Chapter 617, Florida Statutes (the Florida Not for Profit Corporation Act), hereby adopts the following *ARTICLES OF INCORPORATION*:

ARTICLE I

Name

The name of the Corporation will be *Progressive Schools Inc.* (hereafter also referred to in these *Articles of Incorporation* and the *Bylaws* as the *Corporation*).

ARTICLE II

Principal Office

The principal place of business and mailing address of this Corporation will be 742 Aragon Avenue NE, Palm Bay, Florida 32905. Further, the Corporation may establish and maintain satellite or branch offices at such other places as the Board of Directors sees fit.

ARTICLE III

Purposes and Powers

Section 1. Purposes:

The specific and primary purpose of the Corporation is to create and sustain the operation of a unique educational system to serve students of all ages which utilizes unique and progressive approaches to teaching, curriculum, and administration that are based on the philosophy of Shrii P. R. Sarkar as espoused in NeoHumanism, progressive utilization theory, and in other areas. A further purpose is to educate the public about and promote to them the benefits of such forms of rational and progressive education.

The Corporation, being organized under the Florida Not for Profit Corporation Act as a not-for-profit corporation and not organized for private gain, has no authority to issue capital stock. It will be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent and future Internal Revenue Regulations as may from time-to-time be amended, supplemented, &/or revised (hereafter referred to as the IRC).

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any of its Directors, Officers, Trustees, or other private persons, except that the Corporation is authorized and will have power to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in these Articles.

No substantial part of any activities of the Corporation will be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation will not participate in nor intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

PROGRESSIVE SCHOOLS INC.
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The Corporation will be nonsectarian and will not discriminate in any way on the basis of ability, age, ancestry, color, creed, ethnicity, gender, language, marital status, national origin, race, religious preference, sexual orientation, socioeconomic status, or the like in the administration of its educational policies, admissions policies, employment practices, scholarship and loan programs, and athletic and all other school-administered programs and other operations. Further, the Corporation will admit students of any race, color, nationality and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school.

Notwithstanding any other provisions of these *Articles*, the Corporation will not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under IRC 501(c)(3), contributions to which are deductible under IRC 170(c)(2).

Section 2. Powers:

The Directors are hereby empowered to do anything and everything reasonable and necessary, suitable, or proper to fulfill the Mission and purposes of the Corporation, anywhere, except to amend **ARTICLE XV** of this document.

Further, it is hereby expressly provided that the foregoing enumeration of specific powers will in no way limit or restrict any other power, object, or purpose of the Corporation or in any manner affect the general powers &/or authority of the Corporation.

ARTICLE IV

Manner of Election of Directors

The manner in which the Directors are elected or appointed — and all other particulars regarding the Corporate Board of Directors — are outlined in the *Bylaws*. Pursuant to such procedures, the roster of the initial Board of Directors will consist of the following persons whose names and addresses are listed below:

Tony Palmieri	742 Aragon Avenue NE	Palm Bay, FL	32905
Vasumathi Vasudevan	738 Corona Avenue NW	Palm Bay, FL	32907
April Cyr	999 Hosbire Street SE	Palm Bay, FL	32909
Scott Nickerson	651 Acacia Avenue	Melbourne Village, FL	32904
Acarya Dharmapremamanda Avt.	3157 County Road 1670	Willow Springs, MO	65793

ARTICLE V

Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent are Tony Palmieri, 742 Aragon Avenue NE, Palm Bay, Florida 32905.

ARTICLE VI

Incorporator

The name and address of the Incorporator to these Articles of Incorporation are Tony Palmieri, 742 Aragon Avenue NE, Palm Bay, Florida 32905.

ARTICLE VII

Jurisdiction

The activities of this Corporation will be carried on primarily in the State of Florida and, secondarily, anywhere.

ARTICLE VIII

Affiliations & Charter

By virtue of having fulfilled all initial requirements, this Corporation is primarily affiliated with and subordinate to *Ananda Marga Pracaraka Samgha (AMPS) New York Sector*, the parent organization and governing body of and for *Ananda Marga* in New York Sector (North & Central America and the Caribbean). *Ananda Marga Pracaraka Samgha New York Sector* at present operates under the name *Ananda Marga, Inc.*, and is a Colorado NonProfit Corporation and tax exempt under IRC 501(c)(3).

Further, also by virtue of having fulfilled all initial requirements, this Corporation has been chartered by *Ananda Marga Gurukula (AMGK)*, the global Not-for-Profit, tax exempt, Non-Governmental Organization (NGO) responsible for popularizing the specialties of the Ananda Marga NeoHumanistic educational system, for establishing all standards and curricula for NeoHumanistic Education and research worldwide, and for chartering educational and research establishments and certifying teachers that have successfully attained and continue to meet its standards on an on-going basis.

Still further, besides its primary affiliation and charter, the Corporation may affiliate itself and/or establish statements of cooperation &/or understanding with other entities and in such manner as the Board of Directors by resolution deems appropriate and that are congruent with the Mission and purposes of the Corporation.

ARTICLE IX

Duration

The duration of the Corporation is perpetual, provided that it maintains a current and valid Certificate of Affiliation from *AMPS New York Sector* and a current Certificate of Good Standing with *Ananda Marga Gurukula*.

ARTICLE X

Subordination

The collective name of the *Articles of Incorporation* (which by definition hereafter refers to all amendments &/or restatements thereto and thereof respectively) and the *Bylaws* currently in force is the *Governing Documents* of the Corporation. Further, it is hereby expressly stated that the existing approved *Bylaws* are hereby subordinated to the *Articles of Incorporation* and, in the event of any conflict between the *Bylaws* in force and the *Articles of Incorporation*, then the provisions of the *Articles of Incorporation* must and will govern. Still further, if any provisions or portions of the *Governing Documents* be held invalid or unenforceable, all other provisions will nonetheless remain unaffected by such holding.

ARTICLE XI

Membership

The Corporation has no members. Further, any action which would otherwise, under law or the provisions of the *Governing Documents* of the Corporation, require approval by a majority of all members or approval by the members, will only require the approval of the Board of Directors.

ARTICLE XII

Conduct of Operations

All affairs of the Corporation will be conducted in accordance with the Corporation's existing *Bylaws*, and the custody and general management of all assets and activities of the Corporation is expressly vested, subject to any applicable provisions of Florida Not for Profit Corporation law or the *Governing Documents*, in its Directors.

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The *Bylaws* in force are only those that have been:

- a) ratified by the Directors per the procedures established in the *Bylaws*, and
- b) certified as approved in writing by *AMPS New York Sector*, with the certification signed and sealed on any original *Bylaws* document.

ARTICLE XIII

Amendment of Governing Documents

Authority is expressly vested in the Board of Directors of the Corporation, contingent upon and subject to the approval procedures of both *AMPS New York Sector* and any applicable Florida law, to amend the existing *Governing Documents* as they deem necessary to fulfill the Mission & purposes of the Corporation, provided that any such amendments would have been lawful at that time in the original documents. Pending approval in writing of all proposed changes by *AMPS New York Sector*, a subsequent majority affirmative vote with all Directors participating is necessary for ratification of any such changes. However, **ARTICLE XV**, which follows, may not be amended under any circumstances, and further, any attempt to circumvent this restriction will be grounds for immediate revocation of affiliation with and involuntarily dissolution by *AMPS New York Sector*.

ARTICLE XIV

Dissolution

The Corporation may be voluntarily dissolved only by consensus of all Corporate Directors, upon initial approval of *AMGK* and subsequent approval by *AMPS New York Sector*. However and further, *AMPS New York Sector* may suspend, revoke the affiliation of, or involuntarily dissolve the Corporation — strictly for cause and at its sole discretion — based on the formal recommendation of the Directors of *AMGK*. All such cause(s) and actions taken will be based on policies and procedures jointly established by *AMPS New York Sector* and *AMGK*, and will neither be unreasonably nor arbitrarily enforced. In all cases of dissolution of the Corporation, the Board of Directors will proceed according to **ARTICLE XV**, which follows, for satisfying obligations and distributing assets.

ARTICLE XV

Distribution of Assets

All assets of the Corporation are irrevocably dedicated to educational and charitable purposes. Therefore, upon:

- a) revocation of formal affiliation with *AMPS New York Sector*, or
- b) the abandonment or dissolution (voluntary or involuntary) of the Corporation,

the Directors will immediately arrange to satisfy all outstanding Corporate debts and obligations, and then transfer all remaining funds & assets as well as all Corporate documents and records to *Ananda Marga Gurukula* &/or its qualified successors/donees &/or assigns that are, compliant with pertinent provisions of applicable laws, organized and operated exclusively for the purposes mentioned elsewhere above. Further, *AMPS New York Sector*, as it deems necessary and at its sole discretion, may appoint a Trustee to oversee and direct the winding up of the Corporation and the transfer of assets.

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ARTICLE XVI

Officers

All particulars regarding Corporate Officers are outlined in the *Bylaws* of the Corporation. The roster of the initial Primary Officers will consist of the following persons whose names are listed below:

President and CEO
Vice President
Corporate Secretary
Treasurer and CFO
Sectorial ERAWS Secretary

Tony Palmieri
Vasumathi Vasudevan
April Cyr
Scott Nickerson
Acarya Dharmapremananda Avt.

Signature of Incorporator:

Tony Palmieri

Incorporator

6/30/00

Date

Acceptance of Designation As Registered Agent:

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 of Registered Agent:

Tony Palmieri

Registered Agent

6/30/00

Date

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00 JUL -6 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA