



**Barry University**

School of Law

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*NO 888806492*

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

September 25, 2000

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

FILED  
00 SEP 27 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Central Florida Higher Educational Alliance, Inc.

Gentlemen:

Enclosed are the original and copy Articles of Incorporation. Please file the original and return the copy - there is no need for it to be certified. Also enclosed is a check for \$70.00 to cover your fees.

Very truly yours,

*Frank L. Schiavo*  
Frank L. Schiavo, Esq.

*9-29 WC*

FILED  
00 SEP 27 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CENTRAL FLORIDA HIGHER EDUCATIONAL ALLIANCE, INC.

KNOW ALL MEN BY THESE PRESENTS that the undersigned, being natural persons of the age of eighteen (18) or more and acting as incorporators of a corporation under the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes), adopt the following for such corporation:

ARTICLE I - NAME

The name of the corporation shall be CENTRAL FLORIDA HIGHER EDUCATIONAL ALLIANCE, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business of this corporation and the mailing address shall be 1800 Pembroke Drive, Suite 160, Orlando, Florida 32810-6303.

ARTICLE III - DURATION

The term of existence of the corporation shall be perpetual.

ARTICLE IV - PURPOSE

The purposes for which this corporation is organized are:

1. Seek to promote all aspects of continuing education at both the undergraduate and graduate levels throughout Central Florida by working directly with employers and civic organizations, education fairs, and public service projects.
2. Solicit other donors and charitable foundations for additional funds for said charitable purposes.

3. Promote and develop fund raising projects to carry out the purposes of this corporation.

4. Engage in any other lawful purpose or purposes permitted to be engaged in by non-profit corporations and to exercise all rights and powers conferred on not for profit corporations under the laws of Florida, provided however, that the corporation shall not engage in any activities or exercise any powers that are not in furtherance of the specific and primary charitable and educational purposes of the corporation.

5. This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 503(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue law.)

6. The corporation is and shall remain a corporation not for profit. The corporation shall not have nor issue shares of stock. The corporation is not organized, nor shall it be operated for the primary purpose of generating pecuniary gain or profit, and it will not distribute any gains, profits, or dividends to the members thereof, or to any individual, 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 its specific and primary purposes.

#### ARTICLE V - DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be seven (7). Thereafter, the number and manner of election of the Directors and their terms of office shall be as provided in the bylaws but in no event shall the Board of Directors consist of fewer than five (5) members. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

James Tischler, Keller Graduate School of Management, 1000 Pembroke Drive, Suite 160, Orlando, FL 32810

Jennifer Mattison, University of Phoenix, 2290 Lucien Way, Suite 400, Maitland, FL 32751

Jerilyn D. Kreps, Barry University, 1650 Sand Lake Road, Suite 111, Orlando, FL 32809

Brook Yeager, Belhaven College, 725 Primera Blvd., Suite  
125, Lake Mary, FL 32746

Karen Buchan, Webster University, 7087 Grand National Drive,  
Orlando, FL 32819

David Forthuber, National-Louis University, 604 Courtland  
Street, Suite 150, Orlando, FL 32804

Laura Dorsey, University of Phoenix, 5750 No. Major Blvd.,  
Suite 300, Orlando, FL 32835

#### ARTICLE VI - AMENDMENTS

These Articles of Incorporation may be amended in the manner  
provided in the Bylaws of the corporation.

#### ARTICLE VII - INCORPORATORS

The names and residence addresses of the subscribers to  
these Articles of Incorporation are:

James Tischler, 1800 Pembroke Drive, Suite 160, Orlando,  
Florida 32810-6303

Jennifer Mahison, 5750 North Major Blvd., Suite 300, Or-  
lando, Florida 32819

Jerri Kreps, 1650 Sand Lake Road, Suite 111, Orlando,  
Florida 32809

#### ARTICLE VIII - PROHIBITED ACTIVITIES

1. No dividends shall be paid and no part of the net earn-  
ings of the corporation shall inure to the benefit of, or be dis-  
tributable to its members, trustees, officers or other private  
individual

2. No substantial part of the activities of the corpora-  
tion shall be the carrying on of propaganda, or otherwise at-  
tempting to influence legislation, and the corporation shall not  
participate in, or intervene in (including the publishing or dis-  
tribution of statements) any political campaign on behalf of any  
candidate for public office.

3. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation.

a. exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue law) or

b. contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue law).

#### ARTICLE IX - DISSOLUTION

In the event of dissolution of the corporation, the residual assets of the corporation remaining after payment of, or provision for payment of, all debts and liabilities of the corporation, shall be distributed to one or more organizations, which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, exclusively to accomplish public purposes and none of the assets will be distributed to any member, director, officer, or trustee of this corporation.

Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located.

In the event this corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, the corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1986; shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986; shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986; and shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986.

#### ARTICLE X - REGISTERED AGENT

The name of the initial registered agent and street address of the initial registered office of the corporation shall be

James Tischler, 1800 Pembroke Drive, Suite 160, Orlando, Florida  
32810-6303

IN WITNESS WHEREOF, the subscribers hereby set their hands  
and seals this 21st day of Sept., 2000.

James Tischler (seal)  
James J. Mattison (seal)  
Gerald D. Kreps (seal)

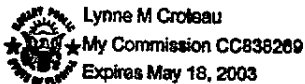
STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this  
19 day of September, 2000, by James Tischler, who is  
personally known to me or who has produced \_\_\_\_\_  
as identification and who did take an  
oath that the information contained therein is true and correct  
to the best of his knowledge and belief.

Lynne M. Croteau 9/19/00  
Notary Public

Notary Seal



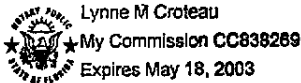
STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 19 day of September, 2000, by Jennifer Mahison, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath that the information contained therein is true and correct to the best of his knowledge and belief.

Lynne M. Croteau  
Notary Public

Notary Seal



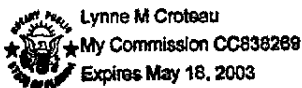
STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 19 day of September, 2000, by Jerri Kreps, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath that the information contained therein is true and correct to the best of his knowledge and belief.

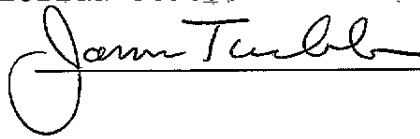
Lynne Croteau  
Notary Public

Notary Seal



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, James Tischler, having been named as registered agent and to accept service of process for Central Florida Higher Educational Alliance, Inc., at the place designated in the Articles of Incorporation, do hereby accept appointment as Registered Agent of Central Florida Higher Educational Alliance, Inc., as provided in Article X of the foregoing Articles of Incorporation and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and do state that I am familiar with and accept the obligations of such Registered Agent as provided in Section 607.0505 of the Florida Statutes.

\_\_\_\_\_

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