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September 26, 2000

8000003407528-5  
-09/28/00-01027-011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Enclosed please find Articles of Incorporation for the Harmony  
Neighborhood School, Inc. a Florida Not for Profit Corporation to be filed with the  
Secretary of State. In addition, I am enclosing a filing fee of \$35.00 and  
Registered Agent Designation fee of \$35 for a total of \$70.00.

Thank you.

Sincerely,

*William A. Buzzett*  
William A. Buzzett

FILED  
00 OCT 12 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W-23861  
10/2



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 2, 2000

WILLIAM A. BUZZETT  
216 FOREST ST.  
SEAGROVE BEACH, FL 32459

SUBJECT: HARMONY NEIGHBORHOOD SCHOOL, INC.  
Ref. Number: W00000023861

We have received your document for HARMONY NEIGHBORHOOD SCHOOL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

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) 487-6878.

Alan Crum  
Document Specialist

Letter Number: 100A00052169

ARTICLES OF INCORPORATION  
OF  
HARMONY NEIGHBORHOOD SCHOOL INC.  
(A Florida Corporation Not for Profit)

FILED  
00 OCT 12 PM 1:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
Name

The name of this corporation is the Harmony Neighborhood School, Inc.  
(Hereinafter called the "Corporation").

**ARTICLE II**  
Principal Place of Business and Mailing Address:

20 North Orange Avenue  
Suite 1400  
Orlando, Florida 32459

**ARTICLE III**  
Duration

The period of the Duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE IV**  
Purpose

The Corporation is organized exclusively for educational purposes, including for such purposes, the making of contributions to organizations that qualify as exempt organizations under Section 501(C)(3) of the United States Internal Revenue Code of 1986, as amended (the Code) or the corresponding section of any future Federal tax code.

**ARTICLE V**  
Powers

The Corporation shall have the power to acquire, own, maintain, and use its assets for the purposes for which it is organized; to raise funds by any legal means or the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified, the Corporation shall have the additional powers specified in its bylaws.

## **ARTICLE VI**

### **Management**

Management of the Corporation shall be vested in the Corporation's Board of Directors. The number and method of election of the directors of the Corporation who shall serve following the terms of the initial; directors of the Corporation shall be as stated in the bylaws.

## **ARTICLE VII**

### **Initial Board of Directors**

Martha Eastman Lentz  
Mamie W. Evans  
Debra Taylor  
Kenneth C. Wright, Esq.

## **ARTICLE VIII**

### **Members**

The Corporation shall have one or more classes of members. The qualification for membership in the Corporation, the method of selection and admitting members to the Corporation and the rights and responsibilities of members shall be as set forth in the Bylaws.

## **ARTICLE IV**

### **Disposition of Assets upon Dissolution**

Upon dissolution of the Corporation, any asset remaining after the payment of its debts shall be disposed of by transfer to one or more organizations that are described in section 501(c)(3) and in section 509(a)(1)(2) or (3) of the Code, or corresponding sections of any future Federal tax code, to be used for one or more of the purposes of the Corporation, or to the State of Florida or any political subdivision or agency thereof to be used for exclusively public purposes, in such proportions as the Board of Directors of the Corporation shall deem appropriate.

Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by the Corporation upon trust and other condition, or subject to any executory or special limitation, and such property, upon dissolution of the Corporation, shall be transferred in accordance with the trust, condition to limitation imposed with respect to it.

## **ARTICLE X**

### **Restrictions**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article IV.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any their activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in the Code, or corresponding section of any future Federal tax code, then in that event, the Corporation:

A. Shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4941 of the Code, or corresponding sections of any future Federal tax code; and

B. Shall not (i) engage in any act of self-dealings as defined in Section 4941(d) of the Code, (ii) retain any excess business holdings as defined in Section 4943 of the Code, (iii) make any investments in such manner as to subject it to tax under section 4944 of the Code, or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

## **ARTICLE XI**

### **Indemnification of Directors**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees, and agents on such terms and consideration as the Board may deem appropriate or advisable from time to time.

**ARTICLE XII**  
Bylaws

The bylaws of the Corporation may be amended , altered, or repealed and new bylaws may be adopted only by the affirmative vote of two-thirds (2/3) majority of the entire Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or with these Articles of Incorporation.

**ARTICLE XIII**  
Amendment

These Articles of Incorporation shall be amended only by the affirmative vote of a two-thirds (2/3) majority of the members of the Corporations.

**ARTICLE XIV**  
Registered Office/Registered Agent

The registered agent is and address is:

William A. Buzzett  
216 Forest Street  
Seagrove Beach, Florida 32459

**ARTICLE XV**  
Incorporator

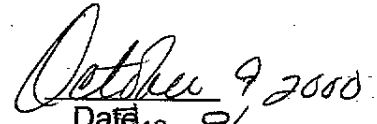
The name and address of the sole Incorporator is: William A. Buzzett, 216 Forest Street, Seagrove Beach, Florida 32459

In witness whereof, the undersigned, being the Incorporator for the purpose of forming a Corporation pursuant to the Florida not for profit corporation act, Chapter 617 has signed these Article of Incorporation on this 26 day of Sept 2000.

  
William A. Buzzett

Having been named as registered agent to accept service of process for the above state corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Signature/Registered Agent

  
Date  
00 OCT 12 PM 1:54  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA