

NO10000001411

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February 21, 2001

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*****78.75 *****78.75

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

FILED
01 FEB 26 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Suncoast Driver Improvement Programs, Inc.

Dear Ladies or Gentlemen:

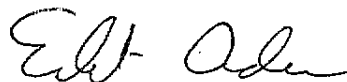
Enclosed are an original and one copy of Articles of Incorporation for the above captioned corporation. Also enclosed is a check in the amount of \$78.75 to cover the following:

Filing Fee (Article of Incorporation)	\$35.00
Filing Fee (Registered Agent Designation)	\$35.00
Certified Copy of Articles	<u>\$8.75</u>
TOTAL	\$78.75

If you find the enclosed in proper form, we would appreciate your approving, filing the same and returning the certified copy to this office at your earliest convenience.

Thank you for your courtesies.

Sincerely yours,



Eddie M. Anderson

EMA:mv
Enc.

28-01

ARTICLES OF INCORPORATION
OF
SUNCOAST DRIVER IMPROVEMENT PROGRAMS, INC.

FILED
01 FEB 26 PM 2:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned do hereby make, subscribe and acknowledge these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is SUNCOAST DRIVER IMPROVEMENT PROGRAMS, INC.

ARTICLE II. STATEMENT OF CORPORATE NATURE

This is a not for profit corporation organized solely for general charitable, educational, and/or religious purposes pursuant to the Florida Corporations Not for Profit law set forth in Part 1 of Chapter 617 of the Florida Statutes.

ARTICLE III. GENERAL AND SPECIFIC PURPOSES

SUNCOAST DRIVER IMPROVEMENT PROGRAMS, INC. is organized for the purpose of conducting motor vehicle driver education schools to promote and assist the education and training of persons for improvement of their motor vehicle driving skills.

A. The corporation is authorized to make and perform contracts of any kind and description for the purpose of attaining any of the objectives of the corporation; to do and perform any other act or thing; to exercise any and all powers which a co-partnership or a natural person could do and exercise and which are now or hereafter may be authorized by law, and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied.

B. Notwithstanding any other provisions of these Articles of Incorporation, to operate exclusively for such charitable, educational, and/or religious purposes as will qualify it as an exempt organization under Section 501(C)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code. This corporation shall not carry on any activities not permitted to be carried on by any organization exempt from federal income tax under the above-described statute.

C. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

D. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(C)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purpose.

ARTICLE IV. TERM

This corporation shall have a perpetual existence.

ARTICLE V. MEMBERS

The members of the corporation shall be all persons listed hereafter, and all persons who subsequently become eligible under the by-laws of the corporation to become members. The first members of the corporation shall be:

Sherrill N. Skinner
Anne Douglass
Ben Douglass

ARTICLE VI. INCORPORATOR

Name and address of the Incorporator of the Articles of
Incorporation is:

Sherrill N. Skinner

550 East Monroe Street
Lake City, Florida 32025

ARTICLE VII. OFFICERS

The affairs of the corporation shall be managed by its officers, who shall include a President, Vice President, Secretary, Treasurer, and such other officers as may be provided in the By-Laws, and who shall be elected or appointed in the manner and at the times stated in the By-Laws, and who shall serve at the pleasure of the Membership. The names of officers who are to serve until the first election or appointment hereunder are:

Sherrill N. Skinner	-	President
Anne Douglass	-	Vice-President
Ben Douglass	-	Secretary/Treasurer

Other officers may be provided for by the By-Laws. All officers shall be elected at the Annual Meeting of the Membership, to be held as provided in the By-Laws, or at other meetings held pursuant to the By-Laws. Other meetings shall be held at the call of the President.

ARTICLE VIII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs and business of the corporation shall be managed under the direction of, a Board of Directors consisting of four persons. The Directors shall be elected at the annual meeting of the members. In the event of a vacancy on the Board by reason of death, resignation or otherwise, the remaining Directors shall fill such vacancy until the next annual or special meeting of the members. The following persons shall serve as the initial Board of Directors until the first election thereof:

Sherrill N. Skinner

550 East Monroe Street
Lake City, Florida 32025

Anne Douglass

550 East Monroe Street
Lake City, Florida 32025

Ben Douglass

550 East Monroe Street
Lake City, Florida 32025

ARTICLE IX. BY-LAWS

The Membership of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time. The By-Laws may be amended, altered or rescinded by a majority vote of those members present at any regular meeting, or any special meeting called for that purpose.

ARTICLE X. AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed by the Directors adopting a resolution setting forth the amendment and directing that it be submitted to a vote at a meeting of members, which may be either the annual or special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member within the time and in the manner provided in the By-Laws for the giving of notice. The foregoing procedure shall be in addition to any other practice authorized by statute of the State of Florida.

ARTICLE XI. STOCK AND DIVIDENDS PROHIBITED

The corporation shall not have or issue shares of stock. No dividend shall be paid and no part of the income of the corporation shall be distributed or inure to its members, Directors, officers or employees, except that the corporation may set and pay reasonable salaries and allowances for the officers and employees of the corporation for services rendered.

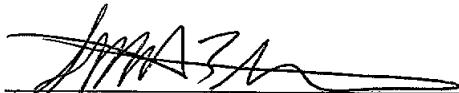
ARTICLE XII. CONTRACTS

No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any Director individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any Director of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in anywise interested. Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

ARTICLE XIII. REGISTERED OFFICE AND AGENT

The street address of the corporation's initial business office is 520 South Marion Street, Lake City, Florida 32025. The registered agent for service of process is SHERRILL N. SKINNER. His address is 550 East Monroe Street, Lake City, Florida 32025.


IN WITNESS WHEREOF, the undersigned does hereby make,
subscribe and acknowledge these Articles of Incorporation this 20th
day of February, 2001.



SHERRILL N. SKINNER,
Incorporator

STATE OF FLORIDA
COUNTY OF COLUMBIA

The foregoing instrument was acknowledged before me this 20th
day of February, 2001, by SHERRILL N. SKINNER, who produced
drivers license as identification.



(Notarial Seal)

Notary Public
 Michelle Vaughn
Commission # CC 956240
Expires Aug. 17, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

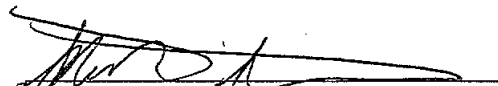
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

That SUNCOAST DRIVER IMPROVEMENT PROGRAMS, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 520 South Marion Street, Lake City, Florida 32025, has named SHERRILL N. SKINNER as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


SHERRILL N. SKINNER
Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA