

**No10000001535**

**Florida Department of State**

**Division of Corporations**

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**FLORIDA NON-PROFIT CORPORATION**

**Foundation of the International Philosophy Olympiad,**

Certificate of Status	0
Certified Copy	1
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**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

February 27, 2001

LEBOEUF LAMB

SUBJECT: FOUNDATION OF THE INTERNATIONAL PHILOSOPHY OLYMPIAD, INC.  
REF: W01000004513

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

In accordance with Title 36, section 380, U.S. Code, we cannot accept an entity using the word OLYMPIC or OLYMPIAD without written approval from:

U.S. OLYMPIC COMMITTEE  
1750 E. Boulder St.  
Attn: Legal Dept.  
Colorado Springs, CO 80909  
(719) 578-4563.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H01000021322  
Letter Number: 501A00012359

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## **ARTICLES OF INCORPORATION**

OF

### **PAIDEIA INSTITUTE, INC.**

(A Corporation Not For Profit)

#### **ARTICLE I CORPORATE NAME**

The name of this not for profit corporation is Paideia Institute, Inc. (the "Corporation").

#### **ARTICLE II DURATION**

The term of existence of the Corporation is perpetual.

#### **ARTICLE III PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the Corporation is 3946 Jean Street, Jacksonville, Florida 32205.

#### **ARTICLE IV BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of not less than three (3) persons. The number of members of the initial Board of Directors shall be three (3). The number of members of the Board of Directors may be decreased or increased from time to time in accordance with the Bylaws of the Corporation. The manner in which the Directors are to be elected or appointed shall be stated in the Corporation's Bylaws.

The names and addresses of the initial directors are as follows:

Michael E. Demont  
3831 McGirts Blvd.  
Jacksonville, FL 32210

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Julian Font III  
First Guaranty Bank and Trust Co.  
1234 King Street  
Jacksonville, FL 32205

Alexander M. Leaser  
3946 Jean Street  
Jacksonville, FL 32205

#### ARTICLE V GENERAL AND SPECIFIC PURPOSES

The charitable purposes of the Corporation are:

(a) to receive contributions, donations and other gifts and grants of cash, assets, property, services or otherwise, including (without limitation) those designated for specified projects or programs, such designation to be made either by the donor, contributor or grantor or by the Board of Directors of the Corporation, relating to the organization and hosting of the International Philosophy Olympiad, an annual event (the "Olympiad"), and the operations of the Federation of International Philosophical Societies and its member entities (collectively, the "Federation");

(b) to apply for and receive grants, awards, gifts and other funds from foundations and other persons or entities to be used by the Olympiad and/or the Federation for research, educational, and/or public recreational purposes as the Board of Directors of the Corporation deem appropriate;

(c) to donate or distribute to the Olympiad or the Federation (i) monies that are undesignated as to use and (ii) monies that are designated for specified projects or programs of the Olympiad or the Federation, such designation to be made by the donors or contributors or by the Board of Directors of the Corporation, including without limitation sponsorship of participants in the Olympiad and their costs and expenses in connection with such participation; and

(d) to engage in any lawful act or activity for which corporations may be organized under the Florida Not For Profit Corporation Act but not for pecuniary profit, provided that the Corporation is not formed to engage in any act or activity which requires the consent or approval of any state regulatory or governmental body without such consent or approval first being obtained.

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**ARTICLE VI  
INUREMENT**

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 distributions in furtherance of the purposes set forth in Article V hereof.

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 other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE VII  
REGISTERED AGENT AND OFFICE**

The address of the Corporation's registered office shall be 3946 Jean Street, Jacksonville, Florida 32205, and the name of its registered agent at said address shall be Alexander M. Leeser.

**ARTICLE VIII  
OFFICERS**

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. Any two or more offices may be held by the same person.

**ARTICLE IX  
INCORPORATOR**

The name and address of the Incorporator is Pamela K. Phillips, Esq., 50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202.

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**ARTICLE X  
STOCK**

The Corporation shall be organized on a nonstock basis.

**ARTICLE XI  
MEMBERSHIP**

The qualifications for members and the manner of their admission shall be regulated by the Corporation's Bylaws.

**ARTICLE XII  
BYLAWS**


The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit Law of the State of Florida concerning corporate action that must be authorized or approved by the members of the Corporation, Bylaws of the Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the Bylaws.

**ARTICLE XIII  
DISSOLUTION OF THE CORPORATION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6<sup>th</sup> day of March, 2001.

  
Pamela K. Phillips  
Incorporator

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Paideia Institute, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Alexander M. Leaser of 3946 Jean Street, Jacksonville, Florida 32205, as its agent to accept service of process within Florida.

Pamela K. Phillips

Pamela K. Phillips  
Incorporator

March 6, 2001

Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Alexander M. Leaser hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

Alexander M. Leaser

Alexander M. Leaser

28.2.01

Date

JK168607