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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

June 6, 2001

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

RE: Articles of Incorporation for
Miami Country Day School Performing Arts
Boosters, Incorporated a not for profit corporation

To whom it may concern:

Enclosed please find an original and a copy of the above-referenced Articles of Incorporation. Also enclosed is a check in the amount of \$78.75 to cover the filing fees.

At this time please file the above referenced corporation and return a copy of the Articles of Incorporation in the self-addressed stamped envelope provided.

Very truly yours,


Mark T. Juanico, Esquire

MTJ:br
Enclosure

D. WHITE JUN 13 2001

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ARTICLES OF INCORPORATION
OF
MIAMI COUNTRY DAY SCHOOL
PERFORMING ARTS BOOSTERS, INCORPORATED
A FLORIDA NOT FOR PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the Corporation is:

MIAMI COUNTRY DAY SCHOOL PERFORMING ARTS BOOSTERS, INCORPORATED

ARTICLE II

The physical address of this Corporation is:

601 N.E. 107th Street
Miami, Florida 33161

The mailing address of this Corporation is:

P.O. BOX 380608
Miami, Florida 33238-0608

ARTICLE III

This Corporation shall have perpetual existence unless otherwise dissolved by operation of law.

ARTICLE IV

This Corporation is organized for the purpose of promoting the learning of and appreciation for the performing arts, including musical instruments, organized bands and orchestras, singing and vocal entertainment, organized chorus and choral groups, drama and thespian related activities including, but not limited to all fields of acting, improvisation and public speaking for dramatic and entertainment purposes.

This Corporation shall organize fund raising drives to supply quality programs, instruments, staff support, trips, scholarships for vocal, instrumental or thespian activities, funding for props

and supplies and equipment needed to encourage and facilitate the performing arts, and for other funding necessities.

This Corporation shall obtain 501 C-3 status as a charitable organization and shall use all monies allocated to the Corporation solely for use by students, teachers, staff, accompaniment, and administration of performing arts programs at Miami Country Day School. Exemption from taxation for Federal Tax purposes shall be applied for upon submission of these articles of incorporation.

Funds expended by the Corporation may be used and allocated by the Board of Directors for purposes of supporting performing arts in grades junior kindergarten through twelve, and may be used for extracurricular events such as trips, public service engagements, transportation, prop support, etc. Funds may also be used to offset expenses of students in need and to employee staff or provide bonus incentives for teaching and learning in the area of performing arts during summer months, on special events or special schooling opportunities and for after school lessons or tutoring.

Funds may not be expended for purposes other than the performing arts and may not be used to promote any non-performing arts activities.

ARTICLE V

The Corporation is organized for the following general purposes as well:

1. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of

its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specified time or times or payable upon the happenings of a specified event or events, whether acquired or by mortgage, pledge, or otherwise or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful objects. However, same must be in a recognized non-profit fashion.

2. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any bonds, securities or evidences of indebtedness created by any other Corporation of this State or any other State or government and, while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon. Any of such activities must be in a recognized non-profit fashion.

3. To enter into general partnerships, limited partnerships (whether the Corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth herein, jointly or in common with others, so long as the Corporation would have power to do so alone. Any such ventures must be for the purpose of promoting the performing arts or engaging therein.

4. To transact any and all other lawful business within the State of Florida for which Non-Profit Corporations within the State of Florida are authorized, by the laws of said State and the Statutes of said State to conduct and transact, and under the

direction and within the rules established by the Federal Government in connection with 501 C-3 exempt corporations.

ARTICLE VI

This Corporation is authorized to issue no stock at the present time. If shares of stock are issued, it must be by the filing of an Amended Articles of Incorporation.

ARTICLE VII

The registered agent of the Corporation shall be:

MARK T. JUANICO, ESQUIRE
9545 N.E. 2nd Avenue
Miami Shores, Florida 33138

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Registered Agent to accept service of process on the Corporation at the Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all of the requirements of law pertaining thereto.



MARK T. JUANICO

ARTICLE VIII

This Corporation shall have FOUR (4) Directors and ONE (1) Director for tie-breaking purposes during voting, for a total of FIVE (5) Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws, but in no event shall the Board of Directors consist of less than THREE (3)

member. The names and addresses of the initial Board of Directors of this Corporation are:

VINCE SHAFMEISTER
601 N.E. 107th Street
Miami, Florida 33161

JOHN WICKER
601 N.E. 107th Street
Miami, Florida 33161

TERRY ALFONSO
601 N.E. 107th Street
Miami, Florida 33161

SANDI LEWIS
601 N.E. 107th Street
Miami, Florida 33161

JENNIFER MUHLIG (Tiebreaker voter)
601 N.E. 107th Street
Miami, Florida 33161

The Corporation shall also have TWO (2) parent advisors, who shall be parents of students enrolled at Miami Country Day School. Parent Advisors shall attend all board meetings and provide input with regard to student and parent concerns and shall organize all fundraising activities. The names and addresses of the current parent advisors are:

DENISE JUANICO
9545 N.E. 2nd Avenue
Miami Shores, Florida 33138

FREDI MILBERG
9545 N.E. 2nd Avenue
Miami Shores, Florida 33138

ARTICLE IX

The name and address of the person signing these Articles of Incorporation is:

MARK T. JUANICO
9545 N.E. 2nd Avenue
Miami Shores, Florida 33138

ARTICLE X

The Board of Directors and the Shareholders shall have the power to adopt, alter, amend or repeal the By-Laws of this Corporation, only upon majority vote, pursuant to the by-laws of

the Corporation and, for such purposes, the parent advisors shall have voting power to adopt, alter, amend or repeal the By-Laws of this Corporation.

ARTICLE XI

The Corporation shall have all the Corporate Powers enumerated now and in the future in the Florida General Corporation Act and other applicable laws of the State of Florida as they pertain to non-profit organizations, and subject to the rights and proscriptions of a federally recognized 501 C-3 corporation.

ARTICLE XII

The Directors of this Corporation may take action by written consent as provided by Law and in lieu of a meeting of Directors and/or Shareholders.

ARTICLE XIII

This Corporation shall indemnify any and all officers or directors or principals or any former officer or director or principal of this Corporation against acts done by said officer, director or principal while acting under authority or representation of the Corporation now or forever and to the full extent permitted by law.

ARTICLE XIV

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV

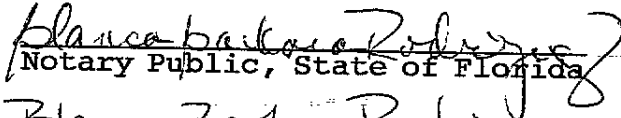
This Corporation must remain a non-profit corporation and must retain its 501 C-3 status or comparable charitable status for its entire duration. If the corporate status is deemed to have been changed for any purpose, all funds in the Corporation as of the date of change shall be immediately refunded to the donors. This Corporation shall not have any political, school, religious, or government affiliation. This Corporation shall comply with all ADA requirements for persons with disabilities and shall not discriminate against any person based on race, religion, age, ethnic origin or political affiliation.

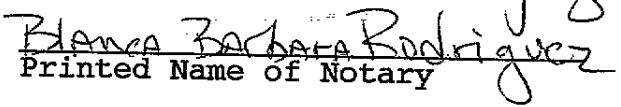
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of MIAMI COUNTRY DAY SCHOOL PERFORMING ARTS BOOSTERS, INCORPORATED, this 1st day of June, 2001.


MARK T. JUANICO

STATE OF FLORIDA :
: S.S.:
COUNTY OF MIAMI-DADE :


BEFORE ME the undersigned authority personally appeared MARK T. JUANICO who is personally known to me and who acknowledged that he signed the foregoing document for the purposes described therein.


Notary Public, State of Florida


Printed Name of Notary

My Commission Expires:

MCDSPAB.DOC

 Blanca Barbara Rodriguez
My Commission CC793125
Expires November 24, 2002

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SECRETARY OF STATE
TALLAHASSEE FLORIDA