

NO 1000005575

HANSON, PERRY & JENSEN, P.A.

105 SOUTH NARCISSUS AVENUE, SUITE 510
WEST PALM BEACH, FLORIDA 33401



JILL HANSON*
ANN H. PERRY
BONNI SPATARA JENSEN

TELEPHONE (561) 655-5840
FACSIMILE (561) 655-5920
BREVARD CO. (321) 868-7888
EMAIL: HPJLAW@BELLSOUTH.NET

383 N. ATLANTIC AVENUE, SUITE 107
COCOA BEACH, FL 32931

REPLY TO: WEST PALM BEACH ADDRESS

August 2, 2001

*ALSO ADMITTED IN N.Y.

VIA OVERNIGHT DELIVERY

State of Florida
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

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-08/03/01--01097--005
*****78.75 *****78.75

Re: The Poinciana Elementary
Math/Science/Technology Magnet School Parent
Teacher Organization, Inc.
Our File No.: 62.03

Dear Sir and/or Madam:

Enclosed please find check number 2771 in the amount of \$78.75 payable to the Florida Department of State along with Articles of Incorporation, By-Laws and Certificate Designating Registered Agent for the above captioned corporation.

Please advise me if you require anything further.

Sincerely,

Bonni S. Jensen

BSJ/ka
Enclosure
Copy to: Client

FILED
01 AUG -3 AM 8:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch AUG 8 2001

ARTICLES OF INCORPORATION OF
THE POINCIANA ELEMENTARY MATH/SCIENCE/TECHNOLOGY
MAGNET SCHOOL PARENT TEACHER ORGANIZATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of the corporation is:

THE POINCIANA ELEMENTARY MATH/SCIENCE/TECHNOLOGY
MAGNET SCHOOL PARENT TEACHER ORGANIZATION, INC. ("Corporation").

ARTICLE II - ADDRESS OF CORPORATION

The initial street address of the principal office of the corporation shall be 1203 North Seacrest Avenue, Boynton Beach Florida 33435, and the mailing address shall be The Poinciana Elementary Math/Science/Technology Magnet School Parent Teacher Organization, Inc., 1203 North Seacrest Avenue, Boynton Beach Florida 33435.

ARTICLE III. AUTHORITY

The corporation is organized pursuant to the provisions of the Florida Not for Profit Corporation Act.

ARTICLE IV. PURPOSES

The corporation is organized exclusively for religious, charitable, educational, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including the making of distributions to governmental entities or organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

ARTICLE V. DURATION

The corporation shall have perpetual existence.

ARTICLE VI. DIRECTORS

Section 1. Number. The Board of Directors shall consist of not fewer than five (5) members, and of not more than a maximum number determined by the Bylaws of the corporation as amended from time to time. The initial Directors shall be:

Susan Coughanour, President
6473 Stonehurst Circle
Lake Worth, Florida 33467

Karen Cresswell, Vice President
5962 Bay Hill Circle
Lake Worth, Florida 33463

Tammy Gallo, Corresponding Secretary
301 Fordham Drive
Lake Worth, Florida 33463

Michelle Voce, Recording Secretary
42 Buxton Lane
Boynton Beach, Florida 33426

David Brownstein, Treasurer
4357 Okêechobee Blvd.,
West Palm Beach, Florida 33409

At Large Board Members:

John Aho
815 Ridge Road
Lantana, Florida 33462

Susan Gableman
6383 Stonehurst Circle
Lake Worth, Florida 33467

Sue Baillie
1203 N. Seacrest Blvd.
Boynton Beach, Florida 33435

Randy St. Cyr
615 W. Drew Street
Lantana, Florida 33462

Elizabeth Brown
810 Meadows Circle
Boynton Beach, Florida 33436

Gloria Tillman
54 Bent Water Circle
Boynton Beach, Florida 33426

Section 2. Powers. The Board of Directors shall govern the corporation, and shall have all the rights and powers of a board of

directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the Bylaws and other corporate governing documents (except these Articles of Incorporation), by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the United States.

Section 3. Term. The term of each member of the Board of Directors shall be as established in the Bylaws.

Section 4. Election. Directors shall be elected by the remaining Directors by a majority vote upon the expiration of a Director's term or vacancy for any reason (including positions created by an increase in the number of Directors). If the Board of Directors is unable to select a successor Director(s), such successor(s) shall be appointed by the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located.

ARTICLE VII. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, 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 III hereof. The corporation shall

not have capital stock or shareholders.

Section 2. No Substantial Lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

Section 3. No Political Campaigning. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address and mailing address of the initial registered office of this corporation is 105 South Narcissus Avenue, Suite 510, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation is Bonni S. Jensen, Esquire.

ARTICLE IX. MEMBERS

Section 1. Members. The corporation shall have members which consist of the teachers and parents of students at Poinciana Elementary Math/Science/Technology Magnet School.

Section 2. Membership Period. Membership shall be valid annually from July 1 through June 30, inclusive upon payment of annual dues proposed annually by the Board of Directors and approved by a vote of the members.

ARTICLE X. POWERS

Section 1. General. The corporation shall have all the rights and powers customary and proper for tax exempt Nonprofit

corporations, under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Restrictions. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

Section 3. Charitable Trusteeship Etc. The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

ARTICLE XI. DISSOLUTION

Section 1. Dissolution. The Board of Directors may cease corporate activities and dissolve and liquidate the corporation, by a two-thirds vote.

Section 2. Liquidation. Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation, and shall thereafter dispose of all of the assets of the corporation exclusively for the purposes stated in Article III hereof in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as a governmental entity or an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the

corresponding provision of any future United States internal revenue law), as the Board of Directors shall determine.

Section 3. Contingent Provision. If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3), as said court shall determine.

ARTICLE XII. CONTINGENT RESTRICTIONS

Section 1. Contingent Restrictions. In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and only during the period which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article X shall apply and the corporation shall; (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4941 of the Internal Revenue Code; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time in such manner and in such amounts as are necessary to avoid subjecting the corporation to tax under Section

4942 of the Internal Revenue Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Internal Revenue Code) that would subject the corporation to tax under Section 4943 of the Internal Revenue Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Internal Revenue Code) that would subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4945 of the Internal Revenue Code.

Section 2. Definition. Each reference in this Article X to a section of the Internal Revenue code shall be deemed to include the corresponding provisions of any future United States internal revenue laws.

ARTICLE XIII. MISCELLANEOUS

Section 1. Amendment. These Articles may be amended by a two-thirds majority vote of the directors then in office.

Section 2. Date. These Articles of Incorporation were authorized and adopted by the Board of Directors as of the 31st day of July, 2001.

Section 3. Director Vote. A two-thirds majority vote of the Board of Directors then in office is required in order to Amend these Articles of Incorporation. The Corporation does not have members under its Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned officers of the Corporation of executed these Articles of Incorporation pursuant to Section 617.0202 of the Florida Not for Profit Corporation Law on the 31st day of July, 2001.

THE POINCIANA ELEMENTARY
MATH/SCIENCE/TECHNOLOGY MAGNET SCHOOL
PARENT TEACHER ORGANIZATION, INC.

By: Susan M Coughanour
Susan Coughanour, President

Address: 6473 Stonehurst Circle

Lake Worth, Florida 33467

Attest: Yammy S. Galle
....., Secretary

Address: 711 N.E. 8th Avenue
Boynton Beach, FL 33435

[Corporate Seal]

THIS DOCUMENT PREPARED BY:
Bonni S. Jensen, Esquire
HANSON, PERRY & JENSEN, P.A.
105 South Narcissus Avenue, Suite 510
West Palm Beach, Florida 33401

F:\OFFICE\BSJMISC\Poinciana\Bylaws and Incorp\Art Inc 2.wpd

IN WITNESS WHEREOF, the undersigned Incorporator,

Susan M. Coughanour, who is personally known to me or has produced the following identification, has executed these Articles of Incorporation on the 31st day of July, 2001.

Susan M Coughanour

STATE OF FLORIDA)

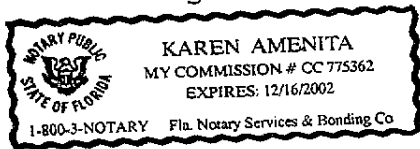
COUNTY OF Palm Beach)

SS:

Subscribed and sworn before me by Susan M. Coughanour, this the 31st day of July, 2001. who produced FL DL # C 256-793-50-623-0

Karen Amenita

Notary Public, State of Florida
At Large.



My Commission Expires: 12/16/02

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

In compliance with Sections 48.091 and 617.0501, Florida
Statutes, the following is submitted:

FIRST that the Poinciana Elementary Math/Science/Technology
Magnet School Parent Teacher Organization, Inc. , desiring to
organize or qualify under the laws of the State of Florida, with
its principal place of business at 1203 North Seacrest Avenue,
Boynton Beach, Florida 33435, has named Bonni S. Jensen, Esquire,
located at 105 S. Narcissus Avenue, Ste 510, West Palm Beach,
Florida 33401, as its agent to accept service of process within
Florida.

Dated: 7/3/01

Having been named to accept service of process for the above-
named corporation, at the place designated in this Certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper
performance of my duties.

Bonni S. Jensen
Bonni S. Jensen
Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

FILED
01 AUG -3 AM 8:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Subscribed and sworn before me by Bonni S. Jensen who is
personally known to me on this the 31st day of July, 2001.

Karen Amenita
Notary Public, State of Florida
At Large.

My Commission Expires:

12/16/02

