

YVONNE C. REED SCHOOL, INC.

1661 25th Avenue, S.
St. Petersburg, Florida 33731
(727) 895-3031

NO/000000 6029

Board of Directors

Yvonne C. Clayton
President/Treasurer

Johnnye Franklin
Vice President

Betty Hayward
Secretary

Sidney Campbell

Juanita Pierce

Mary Thomas

August 19, 2001

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TRANSMITTAL LETTER

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

SUBJECT: Yvonne C. Reed School, Inc.

Enclosed is a copy of an Order issued by The Honorable John C. Lenderman, Judge, Circuit Court, Sixth Judicial Circuit in and for Pinellas County Florida, dated August 8, 2001, which grants the request of Yvonne C. Reed Christian School, Inc. to convert from a for profit corporation to a not for profit corporation pursuant to the provisions of F.S. 617.1805, 1806 and 1807. Acting upon this Order, we are hereby filing an original and one (1) copy of Articles of Incorporation which embodies the intentions of the Incorporators of the Yvonne C. Reed Christian School, Inc. to be and act as a not for profit corporation. The intention of the Incorporators in filing of these Articles of Incorporation is to substitute them in lieu of the Articles of Incorporation currently on file with the Division of Corporations. A check in the amount of \$ 78.75 is enclosed in payment of the required filing fees plus the fee for a certified copy.

FROM:

Yvonne C. Clayton
1661 25th Avenue, S.
St. Petersburg, FL 33712
(727) 895-3031

01 AUG 22 AM 5:22
SECRETARY OF STATE
TALLAHASSEE, FL 09111

FILED

*8-23-01
10-28-01
WCC*

Per KB

ARTICLES OF INCORPORATION
of
YVONNE C. REED CHRISTIAN SCHOOL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of this corporation is:

YVONNE C. REED CHRISTIAN SCHOOL, INC.

ARTICLE II - STYLE OF ENTITY AND STATUTORY AUTHORITY

This is a nonprofit corporation, organized solely for general purposes pursuant to Chapter 617, Florida Statutes.

ARTICLE III - DURATION

The term of existence of the corporation is perpetual unless terminated earlier pursuant to these Articles.

ARTICLE IV - GENERAL AND SPECIFIC PURPOSES

1. The purpose for which the corporation is organized is exclusively educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLES OF INCORPORATION

of

YVONNE C. REED CHRISTIAN SCHOOL, INC.

3. The attainment of profit shall not be a purpose of this corporation.

ARTICLE V - USE OF INCOME

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 IV 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, 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 VI - POWERS

The corporation shall have the power to do all things necessary or expedient to carry out the purpose of the corporation and, in general, to possess all of the rights, privileges, immunities and all of the benefits granted to corporations of a similar character that are organized under the Laws of the State of Florida, including, but not limited to, the power to acquire, either by gift or purchase, and to encumber, in any manner, lease and improve, all real estate and personal property

ARTICLES OF INCORPORATION
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owned by the corporation for the purpose of promoting the general purposes and objectives of the corporation as expressed in Article IV of these Articles of Incorporation.

ARTICLE VII - NAMES OF SUBSCRIBERS

The names and addresses of the subscribers and the initial subscribers of this corporation are as follows:

Yvonne C. Clayton
1661 25th Ave. So.
St. Petersburg, FL 33712

Sidney Campbell
2161 67th Ave. So.
St. Petersburg, FL 33712

Johnnye Franklin
4201 1st. Ave. So.
St. Petersburg, FL 33711

Juanita Pierce
1939 31st Street So.
St. Petersburg, FL 33712

Betty Hayward
5234 9th St. So.
St. Petersburg, FL 33705

Mary Thomas
4413 14th Ave. So.
St. Petersburg, FL 33711

The foregoing individuals are residents of the State of Florida.

ARTICLE VIII - BOARD OF DIRECTORS

1. The business affairs shall be managed, and operational policies established, by a Board of Directors, subject to and in accordance with the Bylaws, which shall be comprised of not less than three individuals. The Bylaws may provide for alternates who may serve in the absence or inability of a Director to serve or in the event a vacancy on the Board of Directors.

2. Elections to membership on the Board of Directors shall be held on the date and at the time and place as provided in the Bylaws.

ARTICLES OF INCORPORATION
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3. The terms of the members of the Board of Directors shall be as provided in the Bylaws.

4. The initial members of the Board of Directors, who shall hold office until their successors are elected and assume office, shall be as follows:

Yvonne C. Clayton
1661 25th Ave. So.
St. Petersburg, FL 33712

Sidney Campbell
2161 67th Ave. So.
St. Petersburg, FL 33712

Johnnye Franklin
4201 1st. Ave. So.
St. Petersburg, FL 33711

Juanita Pierce
1939 31st Street So.
St. Petersburg, FL 33712

Betty Hayward
5234 9th St. So.
St. Petersburg, FL 33705

Mary Thomas
4413 14th Ave. So.
St. Petersburg, FL 33711

ARTICLE IX - AMENDMENTS TO THE ARTICLES OF INCORPORATION

1. These Articles of Incorporation may be amended by the Board of Directors of the corporation at any meeting of the Board, provided that proper notice has been given to the Directors and, provided further, that any proposed amendment must be submitted to the Board, prior to the meeting, for its consideration.

2. Proper notice, in this instance, is defined to be written notice, including the complete text of the motion and proposed amendment, given to the Directors by U.S. Mail and mailed at least thirty (30) days prior to the date of the meeting of the members at which any action proposing to amend these Articles of Incorporation is intended to be taken up.

ARTICLES OF INCORPORATION
of
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3. A vote of no less than two-thirds (2/3rds) of the Directors present and voting at any meeting of the Board shall be required to amend these Articles of Incorporation.

4. Amendments to these Articles of Incorporation, when adopted by the Board of Directors, must be forwarded, along with a payment of the applicable fees, to the Secretary of State of Florida. The Amendment becomes effective upon the date that the Secretary of State accepts its filing.

ARTICLE X - DISSOLUTION; DISTRIBUTION OF ASSETS

Should this corporation cease to function and the members adopt an action to dissolve the corporation, then the Board of Directors shall dispose of the assets thereof, after all encumbrances have been removed, for the exclusive purposes of the corporation or distributed to any other non-profit organization that is qualified as exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of the United States, or 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 net assets not so disposed shall be disposed by a Court of competent jurisdiction in 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.

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YVONNE C. REED CHRISTIAN SCHOOL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XIII - REGISTERED OFFICE AND REGISTERED AGENT

The mailing address and address of the initial principal and registered office
of this Corporation is:

Yvonne C. Clayton
1661 25th Avenue South
St. Petersburg, FL 33712-3635

and the name of the initial registered agent of this Corporation is:

Yvonne C. Clayton
1661 25th Avenue South
St. Petersburg, FL 33712-3635

IN WITNESS WHEREOF, the undersigned Subscribers and Incorporators
have set their hands and seals in the City of St. Petersburg, State of Florida this
26th day of July, 2001.

Yvonne C. Clayton
Yvonne C. Clayton

Sidney P. Campbell
Sidney Campbell

Johnnye Franklin
Johnnye Franklin

Juanita L. Pierce
Juanita Pierce

Betty Hayward
Betty Hayward

Mary Thomas
Mary Thomas

IN THE CIRCUIT COURT OF THE SIXTH JUDICIAL CIRCUIT
OF THE STATE OF FLORIDA IN AND FOR PINELLAS COUNTY

FILED
01 AUG 22 AM 5:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN RE: YVONNE C. REED CHRISTIAN SCHOOL, INC.

Petitioner.

Case No. 01-5549 CI-19

ORDER APPROVING AND ENDORSING CONVERSION OF PETITIONER
FROM A FOR PROFIT CORPORATION TO A NOT FOR PROFIT
CORPORATION

THIS MATTER is before the Court on Yvonne C. Reed Christian School, Inc.'s petition to convert the corporation from a for profit corporation to a not for profit corporation. Pursuant to §617.1805 – 1807, Fla.Stat. (2000), this Court has reviewed the petition together with the documents attached to it, and finds that the petition and the proposed articles of incorporation ^{appear to be in} ~~are~~ in proper form.

IT IS THEREFORE ORDERED AND ADJUDGED that the petition and proposed articles of incorporation are approved and endorsed.

IT IS FURTHER ORDERED that all of the property of the petitioning corporation shall become the property of the successor not for profit corporation, subject to all indebtedness and liabilities of the petitioning corporation.

DONE AND ORDERED in Chambers at St.Petersburg, Pinellas County, Florida this 8 day of August, 2001.

S/
John C. Lenderman
Circuit Judge

cc: Yvonne Clayton

ARTICLES OF INCORPORATION

of

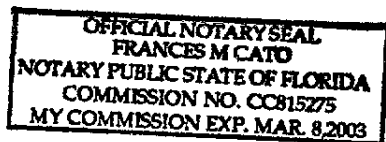
YVONNE C. REED CHRISTIAN SCHOOL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COUNTY OF PINELLAS)
) ss:
STATE OF FLORIDA)

The foregoing instrument was acknowledged and signed before me this

26th day of July, 2001.



Frances M. Cato
NOTARY PUBLIC

My Commission Expires:

March 8, 2003

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named Corporation at a place designated in these Articles of Incorporation, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Section 617.0501, Florida Statutes, relative to keeping open said office for service of process.

Dated this 26th day of July, 2001.

Yvonne C. Clayton
Yvonne C. Clayton