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FLORIDA DEPARTMENT OF STATE
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FLORIDA NON-PROFIT CORPORATION**Manatee School For The ARTS PTO, Inc.**

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**ARTICLES OF INCORPORATION
OF
MANATEE SCHOOL FOR THE ARTS PTO, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is as follows:

MANATEE SCHOOL FOR THE ARTS PTO, INC.

Article 2. Address. The address of the principal office and the mailing address of the Corporation is 908 26TH Avenue, West, Palmetto, Florida 34221.

Article 3. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 2605 Enterprise Road East, Clearwater, Florida, 33759, and the name of its initial Registered Agent at that address is William E. Curphey.

Article 4. Members. The Corporation may have Members.

Article 5. Not For Profit. The Corporation is organized as a parent teacher organization, exclusively for the purpose of assisting the students, faculty, and administration of the Manatee School For the Arts pursuant to Section 501(c)(3) of the United States Internal Revenue Code of 1986 (as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted, hereinafter referred to as the "Code"). The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code. The members shall not have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code.

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Article 6. Duration. The duration (term) of the Corporation is perpetual.

Article 7. Purposes. The Corporation is organized for the exclusive purpose of supporting the Manatee School for the Arts by assisting the students, faculty, and administration of the Manatee School for the Arts with projects, to lend financial assistance for needs and activities, to promote educational, recreational, and social activities for students, and shall be operated at all times exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code. As a condition for this support, the Manatee School for the Arts has certified to the Corporation that it does not discriminate with regard to race, creed, color, sex or national origin and that it is aware of no facts that would prevent it from being exempt from income tax under the Code.

Article 8. Powers. Solely for the foregoing Purposes, the Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, loan, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to said Act.

C. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

D. To modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in the sole judgment of the Board of Directors (without the approval of any trustee, custodian, or agent), such restriction or condition

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becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the areas served by the corporation, notwithstanding any conflicting formal or informal understanding or any provision in any instrument that creates or adds a fund or trust to the corporation or evidences any gift, bequest or devise to the corporation or such fund or trust.

E. To replace any participating trustee, custodian, or agent for breach of fiduciary duty under the laws of the State of Florida or for failure to produce reasonable return of net income (or appreciation when not inconsistent with the Corporation's need for current income) with due regard to safety of principal, over a reasonable period of time, as determined by the Board of Directors. Upon the exercise of the power to replace any participating trustee, custodian, or agent to whose custody the fund or funds held by the former trustee, custodian, or agent shall be transferred.

1. In determining whether there is a reasonable return of net income there shall be excluded from such determination such assets as are held for the active conduct of this community trust's exempt activities; and such determination shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to the unrestricted funds of this community trust. A "restricted fund" shall mean a fund, any income of which has been designated by the donor of the gift or bequest to which such income is attributable as being available only for the use or benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than five in number.

2. If it appears that there may be grounds for exercising powers described herein with respect to any fund the Board of Directors shall notify the participating trustee, custodian, or agent involved and provide a reasonable opportunity for explanation and/or correction. Before exercising this power, the Board of Directors may seek advice of legal counsel as to whether a breach or failure has been committed under the laws of the State of Florida. The Board of Directors shall exercise a power described in this Article only upon the vote of a two-thirds majority of the members of the Board of Directors.

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Article 9. Tax Exempt Status. It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. Therefore, notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and the Treasury Regulations promulgated thereunder. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code.

Article 10. Additional Limitations and Requirements.

A. No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members, Directors or Officers, but 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 herein. If the Corporation enters into a compensation arrangement with or transfers property to a disqualified person, as defined in the Code, or allows a disqualified person the right to use property or provides any other benefit or privilege to a disqualified person, such arrangements must be reasonable and such transfers must be for fair market value as defined in Section 4958 of the Code and the Treasury Regulations promulgated thereunder. The terms of such arrangement or transfer must be approved by a committee composed entirely of individuals who do not have a conflict of interest with respect to the arrangement or transaction. The committee shall obtain and rely upon appropriate data as to the comparability of the proposed arrangement or transfer with arrangements or transfers in like circumstances for purposes of determining whether the proposed arrangement is reasonable or for fair market value in accordance with Section 4958 of the Code and the Treasury Regulations promulgated thereunder. The committee shall have the sole discretion to determine whether or not the Corporation will proceed with the arrangement or transfer and it shall document the basis for its determination. The decisions of the committee shall not require ratification or approval by the

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Board of Directors and the committee may act on behalf of the Board of Directors to the extent permitted by law.

B. The Board of Directors shall communicate regularly with representatives of the Manatee School for the Arts (the "School") through the then-acting Principal of the School or his or her representative(s) appointed for this purpose. The Board of Directors shall inquire as to the financial needs of the School on a regular basis. Although the Corporation's purpose is to support the School, to ensure that the Corporation is responsive to the needs of the School, at least fifty percent (50%) of the funds to be expended by the Corporation on behalf of the School shall be directed towards projects for which the School has requested the financial assistance of the Corporation. Additionally, if the Board of Directors is deadlocked concerning the expenditure of funds on behalf of the School, the Principal of the School, who shall be a member of the Board, shall be entitled to a second vote to decide the matter.

Article 11. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code.

Article 12. Board of Directors. There shall be at all times a Board of Directors consisting of at least three (3) individuals. The number of Directors may be increased or decreased from time to time in the manner specified in the Bylaws of the Corporation, but the Corporation may never have fewer than three (3) Directors. The initial Directors and their addresses are listed below:

Pat Willingham
908 26th Avenue, West
Palmetto, Florida 34221

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Pam Willingham
908 26th Avenue, West
Palmetto, Florida 34221

Carol Hunt
904 30th Avenue, West
Palmetto, Florida 34221

Karen Brown
604 16th Avenue, West
Palmetto, Florida 34221

Dr. Bill Jones
700 Haben Blvd.
Palmetto, Florida 34221

There shall always be one (1) Director who is the acting Principal of the Manatee School for the Arts. All other Directors shall be elected by majority vote of the Board of Directors in the manner and at the times set forth in the Bylaws. Any Director may be removed by the affirmative vote of at least two-thirds (2/3) of the Board of Directors.

Article 13. Officers. The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law.

Article 14. Incorporator. The name and street address of the Incorporator is as follows:

William E. Culphey
2605 Enterprise Road East
Clearwater, Florida 33759

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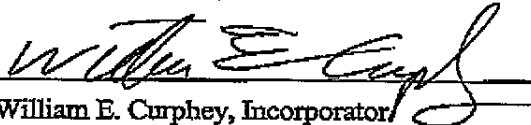
Article 15. Bylaws. The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

Article 16. Amendment. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

Article 17. Indemnification and Civil Liability Immunity. The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

Article 18. Commencement of Corporate Existence. Corporate existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on Sept 28, 2001


William E. Curphey, Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 617 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Manatee School For the Arts PTO, Inc.
2. The name and address of the registered agent and office are:

William E. Curphey
2605 Enterprise Road East
Clearwater, Florida 33759

SIGNATURE: 

TITLE: William E. Curphey, Incorporator

DATE: August 25, 2001

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 

William E. Curphey, Registered Agent

DATE: August 25, 2001

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