

NO1000006375

ATKINSON, DINER, STONE, MANKUTA & PLOUCHA, P.A.

ATTORNEYS AT LAW

WILSON C. ATKINSON, III
JESSE H. DINER
ADELE I. STONE*
DAVID B. MANKUTA
LAWRENCE M. PLOUCHA
RICHARD B. SABRA
JOSEPH J. HUSS
RICHARD A. IVERS
KIMBERLY HALL DOYLE
MARGARET Z. VILLELLA
HOWARD ALLEN COHEN*
BARRY S. SCHINDER
PAUL M. RENNER
RAUL PEREZ BALLAGA
FRANK M. SMITH

1946 TYLER STREET
HOLLYWOOD, FLORIDA 33020-4517

TELEPHONE (954) 925-5501
TELEFAX (954) 920-2711
WWW.ATKINSON-DINER.COM

EDWARD HEILBRONNER
1938 - 2000

* BOARD CERTIFIED IN REAL ESTATE

Certified Mail - Return Receipt Requested

August 31, 2001

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

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

Re: College Camp, Inc., a Florida not for profit corporation

To Whom It May Concern:

Enclosed are an original and one copy of Articles of Incorporation of College Camp, Inc., a Florida not for profit corporation, and a check for \$78.75 to cover the filing fee, registered agent designation fee and the certified copy fee. Please send to me a certified copy of the filed Articles of Incorporation.

If you have any questions, please do not hesitate to call me.

Sincerely,



L.M. Ploucha

LMP:sy
Enclosures

cc: Ms. Sally Coords (w/encl.)

FILED
01 SEP -4, PM 12:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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9/7/01

FILED

ARTICLES OF INCORPORATION

01 SEP -4 PM 12: 58

COLLEGE CAMP, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

(a corporation not for profit)

ARTICLE I

CORPORATE NAME

The name of this corporation is COLLEGE CAMP, INC.

ARTICLE II

PURPOSE

1. The purpose of the corporation is to educate, advise and counsel high school students and their families as to the college admission process, including financial aid and scholarship opportunities, to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereunder set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes or to make contributions to organizations duly authorized to carry on charitable, religious, scientific, literary or educational activities within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code; to solicit and receive gifts, bequests, donations, contributions, conveyances, deeds of real estate, stocks, securities or commodities and devises of monies and properties and to use and apply the net income and principal exclusively and in furtherance of the undertakings of the corporation; to receive, own, hold, administer, distribute and dispose of properties of all kinds, whether real, personal or mixed, and whether acquired by gift, bequest, devise, purchase or otherwise; to borrow monies and to do and perform all lawful acts necessary, suitable and proper for the purposes hereinbefore enumerated. Provided, however, that unless specified by donors, grantors

and contributors to the contrary, all sums of money, property, securities and commodities and donations of every kind shall be considered as permanent funds and used and applied to the purposes and uses above enumerated.

2. No part of the earnings of the corporation shall inure to the benefit of any Director or Officer of the corporation, or any other person (except that the corporation may pay reasonable compensation to its Directors and Officers for services rendered to or on behalf of the corporation and may make other payments and distributions in furtherance of one or more of its purposes), and no Director or Officer of the corporation, or any other person, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

3. The corporation shall not engage in any act of self dealing, as defined in section 4943(c) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

4. The corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes within the meaning of section 4944, so as to give rise to any liability for tax imposed by section 4944(a), of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

5. The corporation shall not make any taxable expenditures as defined in section 4945(d), which would give rise to any liability for tax imposed by section 4944(a), of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

6. Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or 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 section of any future Federal tax code.

ARTICLE III

MEMBERS

The qualification of members and the manner of their admission shall be determined under and pursuant to the Bylaws of the corporation.

ARTICLE IV

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

L.M. Ploucha, Esq.
Atkinson, Diner, Stone,
Mankuta & Ploucha, P.A.
1946 Tyler Street
Hollywood, Florida 33020-4517

ARTICLE V

BOARD OF DIRECTORS

The number of Directors may be altered from time to time as determined under and pursuant to the Bylaws of this corporation. However, the corporation shall have no less than three (3) Directors at any time. The method of election or appointment of Directors shall be stated in the Bylaws of this corporation. The initial Directors are as follows:

Sally Coords
3409 Anderson Road
Coral Gables, Florida 33134

Glenda Rose
4000 Towerside Terrace
Apt. 1901
Miami, Florida 33138

Rosalie Pincus
11 Island Avenue
Miami Beach, Florida 33141

ARTICLE VI

BYLAWS

The Bylaws of this corporation shall initially be adopted by its Directors, and shall thereafter be adopted, amended or repealed by its Directors or its members under and pursuant thereto.

ARTICLE VII

DISSOLUTION

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, 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.

ARTICLE VIII

MAILING ADDRESS AND PRINCIPAL OFFICE

The corporation's initial mailing address and principal office is:

3409 Anderson Road
Coral Gables, Florida 33134

ARTICLE IX

COMMENCEMENT DATE

Corporate existence will commence on the date these Articles of Incorporation are filed by the Florida Secretary of State.

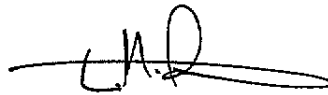
ARTICLE X

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

L.M. Ploucha, Esq.
Atkinson, Diner, Stone,
Mankuta & Ploucha, P.A.
1946 Tyler Street
Hollywood, Florida 33020-4517

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation not for profit under the laws of the State of Florida, does make and file these Articles of Incorporation this 31st day of August, 2001, hereby declaring and certifying that the facts stated are true.



L.M. PLOUCHA

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of Florida law applicable to said designation.



L.M. PLOUCHA