



N010000008173

ACCOUNT NO. : 072100000032

REFERENCE : 475323 82866A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

FILED
01 NOV 19 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 19, 2001

ORDER TIME : 9:54 AM

ORDER NO. : 475323-005

CUSTOMER NO: 82866A

CUSTOMER: Mr. Hal Adams Airth, Jr.
Clark & Campbell, P.a.

4740 Cleveland Heights Blvd

Lakeland, FL 33813

EFFECTIVE DATE

11/16/01

RECEIVED
01 NOV 19 AM 11:22
DEPARTMENT OF STATE
DIVISION OF CORPORATE AND
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: CITIZENS FOR QUALITY
EDUCATION, INC.

100004687281--7

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

PS
11/19/01

FILED

ARTICLES OF INCORPORATION

01 NOV 19 PM 1:00

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CITIZENS FOR QUALITY EDUCATION, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

EFFECTIVE DATE
11/16/01

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a Florida not for profit corporation under the provision of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE I: NAME AND ADDRESS

The name of this corporation is CITIZENS FOR QUALITY EDUCATION, INC. Its principal place of business and mailing address is c/o Ronald L. Clark, 4740 Cleveland Heights Boulevard, Lakeland, Florida 33813.

ARTICLE II: PURPOSES

The purposes for which this corporation is operated are exclusively to promote the social welfare of the citizens of Polk County, within the meaning of Section 501(c)(4) of the Internal Revenue Code or the corresponding provision of any future United States tax code, by engaging in conduct designed to improve the primary and secondary school system in Polk County, including, without limitation, educating the Polk County community regarding the benefits of having a selected rather than elected Superintendent for the Polk County schools. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States tax code.

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 herein.

ARTICLE III: POWERS

The corporation shall have the power to:

1. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
2. Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit."
3. Elect or appoint such officers and agents as its affairs shall require.
4. Adopt, change, amend and repeal By-Laws in a manner which is not inconsistent with local, state or federal laws or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
5. Increase, by a vote of its members cast as the By-Laws may direct, the number of its directors, managers, or trustees so that the number shall not be less than three (3) but may be any number in excess thereof.
6. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
7. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

8. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property or assets.
9. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
10. Make donations for the public welfare or for religious, charitable, scientific, education, or other similar purposes.
11. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized and operated.
12. Merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE IV: COMPENSATION AND DISTRIBUTION OF ASSETS ON DISSOLUTION

No officer or member of the board of directors of the corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operation of the corporation, except actual expenses to or on behalf of said corporation, if authorized by the board of directors.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 of the Internal Revenue Code, or the corresponding section of any further United States tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V: RESIDENT AGENT

The name and address of the corporation's initial Resident Agent in Florida is Ronald L.

Clark, whose Florida street address is at 4740 Cleveland Heights Boulevard, Lakeland, Florida 33813.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Ronald L. Clark

ARTICLE VI: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Ronald L. Clark, 4740 Cleveland Heights Boulevard, Lakeland, Florida 33813.

The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of his rights to constitute a corporation.

ARTICLE VII: MEMBERSHIP

(a) Membership in this corporation shall be open to any interested person who is a resident of Polk County and who is over eighteen (18) years of age.

(b) Only members in good standing of the corporation as defined in the By-Laws shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions.

ARTICLE VIII: INITIAL OFFICERS

(a) The officers of this organization shall consist of a Chairman, Vice Chairman, Secretary, and Treasurer, and such other officers as may be provided for in the By-Laws adopted by the corporation and as amended from time to time.

(b) The names of the persons who are to serve as officers of the corporation until the first annual meeting of the membership in accordance with the By-Laws are:

Chairman	Hunt Berryman
Vice-Chairman	Violetta Salud
Treasurer	Ben R. Adams, Jr.
Secretary	Larry Hardaway

(c) The officers shall be elected as provided for in the By-Laws adopted by the corporation and as amended from time to time.

ARTICLE IX: BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the board of directors. This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three (3).

(a) The board of directors shall be members of the corporation.

(b) Members of the board of directors shall be elected and hold office in accordance with the By-Laws.

(c) The names and addresses of those who are to serve as the initial directors until the first annual meeting of the membership of the corporation, are:

Hunt Berryman	1025 North Chesnut Road Lakeland, Florida 33805
Ronald L. Clark	4740 Cleveland Heights Boulevard Lakeland, Florida 33813
Ben R. Adams, Jr.	202 Security Square Business Center Winter Haven, Florida 33880

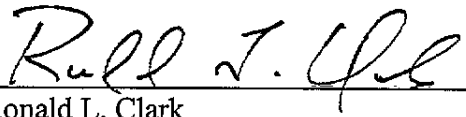
ARTICLE X: AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in accordance with Florida law in effect at the time. The procedure to amend articles of incorporation is currently set out in Florida Statutes, §617.1002.

ARTICLE XI: EXISTENCE

This corporation is to exist perpetually beginning with the execution of these Articles of Incorporation.

IN WITNESS WHEREOF, I, Ronald L. Clark, the undersigned subscribing incorporator have hereunto set my hand and seal this 16th day of November, 2001, for the purpose of forming this not for profit corporation under the laws of the State of Florida.


Ronald L. Clark

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA