

Sunstate Passaic
Requester's Name

N 02 0000000049
Address
City/State/Zip Phone #

02 JAN - 4 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Olympia High School Foundation,
(Corporation Name) (Document #)

2. Inc
(Corporation Name) (Document #) 000004751040--9

3. _____
(Corporation Name) (Document #) -01/04/02--01018--007
*****78.75 *****78.75

4. _____
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

02 JAN - 4 AM 10:59

RECEIVED

Examiner's Initials

J. BRYAN JAN - 4 2002

**ARTICLES OF INCORPORATION
OF
OLYMPIA HIGH SCHOOL FOUNDATION, INC.**

The undersigned incorporator hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a Corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Address

The name of this Corporation shall be:

OLYMPIA HIGH SCHOOL FOUNDATION, INC.

The address of this Corporation shall be 300 S. Orange Avenue, Suite 1000, Orlando, Florida 32801-3373, Attn: James G. Willard, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II

Purposes

(a) The specific purpose for which this Corporation is organized is to foster, encourage and promote academic excellence and achievement at Olympia High School through the provision of support and assistance to its programs, activities and personnel, and for the acquisition and maintenance of its facilities, equipment and materials. The general nature, objects and purposes for which this Corporation is exclusively organized and operated are to receive and administer funds for scientific, literary, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. This Corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable, scientific, literary or educational purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

FILED
02 JAN -4 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

(d) In the event of dissolution or final liquidation of the Corporation, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, state or local government for exclusive public purpose.

ARTICLE III

Powers

This Corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to those as provided in Section 617.0302, Florida Statutes, and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific, literary and educational purposes for which the Corporation is organized, subject, however, to the following:

(a) This Corporation shall be operated exclusively for, and shall only have the power to perform activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended heretofore or hereafter.

(b) This Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law.

(c) This Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(d) This Corporation shall not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(e) This Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(f) This Corporation shall not make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(g) This Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

Members

All persons who have made a contribution to the Corporation during the fiscal year of the Corporation shall be members ("Members") of the Corporation for such fiscal year and the succeeding fiscal year. Membership in the Corporation shall be nontransferable. No Member, as such, shall have the right or be entitled to vote on any action required or permitted to be taken by the Corporation.

ARTICLE V

Term of Existence

The term for which this Corporation is to exist shall be perpetual.

ARTICLE VI

Subscribers

The name and address of the subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
James G. Willard, Esquire	300 S. Orange Ave., Suite 1000 Orlando, Florida 32801-3373

ARTICLE VII

Officers and Directors

The affairs of this Corporation shall be managed by a Board of Directors who, except for the initial Board of Directors named in Article VIII hereof, shall be elected annually by a majority of the then existing Board of Directors voting in such election, at a duly called meeting, as provided in the bylaws; and by officers who shall be elected annually by majority vote of the Board of Directors. Notwithstanding the foregoing, the Principal of Olympia High School and the Chairman of the Olympia High School, School Advisory Council (SAC), by virtue of holding such positions,

shall automatically be elected to the Board each fiscal year. The officers to be elected shall be a president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of the Corporation. Multiple offices may be held by the same person. Neither the principal, nor a teacher or a student shall be eligible to serve as president. The duties of the respective officers and the manner of filling vacancies in the offices of the Corporation shall be provided in the bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of the Corporation. The number shall not be less than three (3), but may be any number in excess thereof. Meeting of the Directors may be held within or without the State of Florida.

Directors and officers of this Corporation may be removed, with or without cause, by the Directors at a meeting duly called in the manner set out in the bylaws.

ARTICLE VIII

Directors

The name and address of the members of the initial Board of Directors, who, subject to these Articles, the bylaws of this Corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this Corporation or until an election is held by the Board for the election of permanent Directors or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Address</u>
James G. Willard	300 South Orange Avenue, Suite 1000 Orlando, Florida 32801
Niki T. Bryan	9706 Lake Isleworth Court Windermere, Florida 34786
Janice M. Pratt	4301 S. Apopka-Vineland Road Orlando, Florida 32835

ARTICLE IX

Registered Office and Registered Agent

The name of the Corporation's initial registered agent is James G. Willard and the street address of the Corporation's initial registered office is 300 South Orange Avenue, Suite 1000, Orlando, Florida 32801-3373. The Corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

ARTICLE X

Bylaws

The bylaws of this Corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the Directors of this Corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the secretary of this Corporation to all of the members of the Board of Directors at least three (3) days before the meeting.

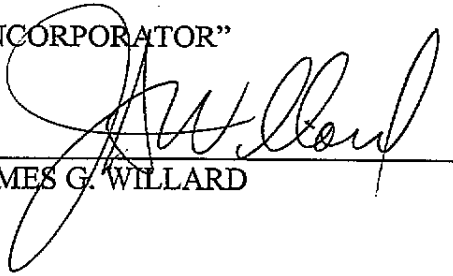
ARTICLE XI

Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the Directors of the Corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the Directors of the Corporation or ten (10) days' advance notice of the amendment or amendments, to be considered at such meeting, shall have been given in writing personally or by mail to each Director of the Corporation prior to such meeting. All actions, including but not limited to, amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 3rd day of January, 2002.

“INCORPORATOR”



JAMES G. WILLARD

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:

OLYMPIA HIGH SCHOOL FOUNDATION, INC.

2. The name and address of the registered agent and office is:

James G. Willard, Esquire
300 South Orange Avenue
Suite 1000
Orlando, Florida 32807-3373

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 obligations of my position as registered agent.

January 3rd, 2002



JAMES G. WILLARD

ORLDOCS 10100899.2 TMA

FILED
02 JAN -4 AM 11:45
SECKE TARY OF STATE
TALLAHASSEE, FLORIDA