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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

National Board for Professional Leadership Standards

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Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 25, 2002

CLOVERLEAF

SUBJECT: NATIONAL BOARD FOR PROFESSIONAL LEADERSHIP STANDARDS, INC.
REF: W02000002134

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

If you have any further questions concerning your document, please call (850) 245-6926.

Gina McLeod
Document Specialist
New Filing Section

FAX Aud. #: H02000021907
Letter Number: 602A00004403

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

Fax Audit No. #020000219079

ARTICLES OF INCORPORATION
of
NATIONAL BOARD FOR PROFESSIONAL LEADERSHIP STANDARDS, INC.

THE UNDERSIGNED, acting as the sole incorporator of **National Board For Professional Leadership Standards, Inc.** in Compliance with 617, of the Florida Statutes, (Not for Profit) hereby adopts the following Articles of Incorporation of **National Board For Professional Leadership Standards, Inc.** for such non-profit corporation:

ARTICLE I

Name

The name of the corporation shall be **National Board For Professional Leadership Standards, Inc.**

ARTICLE II

Principal Office

The principal corporate address shall be initially located at 2710 Rew Circle, Suite 100, Ocoee, Florida 34761.

ARTICLE III

Purpose

This Corporation is organized exclusively for, educational purposes, including, but not necessarily limited to for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code"). The general nature and purpose of the Corporation shall be the advancement of education, consultation, advocacy, publication, and such other activities as benefit the education sector. In effectuating such general purpose the Corporation may:

(a) Acquire by gift or otherwise, and hold, sell, convey, assign, mortgage, and lease any real or personal property necessary or incidental to the accomplishment of the non-profit purposes of the Corporation.

(b) Borrow money and issue evidence of indebtedness; and secure loans and other

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Prepared by: E. Nicholas Davis III

Cloverleaf Capital Advisors, LLC

2710 Rew Circle, Suite 100

Ocoee, FL 34761

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indebtedness by mortgages, deeds of trust, pledges, or other liens upon the property of the Corporation.

(c) Enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the Corporation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 this Article. 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 provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV

Directors and Officers

The affairs of the Corporation shall be managed by a Board of Directors that shall have all of the powers necessary or appropriate for the administration of the affairs of the Corporation. The Board of Directors shall be elected in accordance with the Bylaws of the Corporation. There shall be no fewer than three or more than twenty-one directors, as determined from time to time and as provided in the Bylaws. The Board of Directors may elect such officers as they may from time to time determine to be necessary for the effective operation of the Corporation, including a President, Secretary and Treasurer.

ARTICLE V

Initial Board of Directors / Officers

The names and address of the initial members of the Board of Directors are:

E. Nicholas Davis, III
2710 Rew Circle, Ste. 100
Ocoee, Florida 34761

Larry Rowedder
2710 Rew Circle, Ste. 100
Ocoee, Florida 34761

Joel Hagy
2710 Rew Circle, Ste. 100
Ocoee, Florida 34761

The name and address of the person(s) who are to serve as the initial officers of the corporation or until their successors are appointed or elected are as follows:

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President, Secretary and Treasurer: E. Nicholas Davis, III
2710 Rew Circle, Suite 100
Ocoee, Florida 34761

ARTICLE VI

Initial Registered Office and Agent

The address of the Registered Office of the corporation is 2710 Rew Circle, Suite 100, Ocoee, FL 34761, and the initial Registered Agent at such address is E. Nicholas Davis, III.

ARTICLE VII

Incorporator

The name and address of the sole incorporator of the corporation is: E. Nicholas Davis, III., 2710 Rew Circle, Suite 100, Ocoee, FL 34761.

ARTICLE VIII

Powers

The Corporation shall have all the powers of non-for-profit corporations under Chapter 617, Florida Statutes, or successor laws.

ARTICLE IX

Term of Existence

The Corporation shall have perpetual existence, unless sooner dissolved in accordance with Florida law.

ARTICLE X

Dissolution

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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 said court shall determine, which are organized and operated

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exclusively for such purposes.

ARTICLE XI

Amendments

These Articles of Incorporation may be amended by a majority vote of the Directors of the Corporation at any annual meeting, or at any special meeting called for that purpose.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator on this 27th day of January, 2002.


E. Nicholas Davis, III

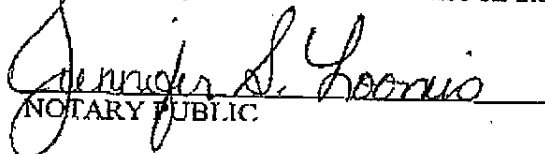
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STATE OF FLORIDA)

COUNTY OF ORANGE)

On this 27th day of January 2002, before me, a Notary Public in and for the State and County aforesaid, personally appeared E. Nicholas Davis, III, who either is known to me personally or who supplied _____ as identification, acknowledged to the fact that he is the incorporator, and registered agent of National Board for Professional Leadership Standards, Inc., and that he executed as said incorporator and registered agent the foregoing Articles of Incorporation of said Corporation as his act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.


NOTARY PUBLIC

Notary Public Commission expires:
[Notarial Seal]



Jennifer S Loomis
My Commission CCS32074
Expires April 30 2004

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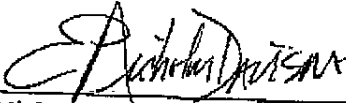
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**ACCEPTANCE OF APPOINTMENT BY
REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 617.0202, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 23rd day of January, 2002

E. Nicholas Davis, III, Registered Agent

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