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

Subject: Downtown Academy of Technology and Arts, Inc.
(PROPOSED CORPORATE NAME)

Corporate Filings Office:

I enclose an original and 1 copy of the proposed Articles of
Incorporation of Downtown Academy of Technology and Arts, Inc..

Please file the Articles of Incorporation and return a Certificate of
Incorporation (or file-stamped copy of the original Articles) to me at
2216 Bayview Drive, Fort Lauderdale, FL 33305.

A check/money order in the amount of \$78.75, made payable to your
office, for total filing and processing fees, certified Copy and
Certificate is enclosed.

Sincerely,


Cynthia Parsons, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

DOWNTOWN ACADEMY OF TECHNOLOGY AND ARTS, INC.

The undersigned, as Incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

Section 1. The name of the corporation is Downtown Academy of Technology and Arts, Inc., (the "Corporation").

ARTICLE II

DURATION

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

ARTICLE III

NON-STOCK CORPORATION

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue Certificates of Membership.

ARTICLE IV

PURPOSE

Section 4.1. The purposes for which the Corporation is organized is for transacting any and all business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income there from and the principal thereof exclusively for educational, scientific, literary or charitable purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Section 4.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the

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Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c)(3) of the Internal Revenue Code of 1956 and the regulations there under as the same now exist or as they may be hereinafter amended from time to time.

Section 4.3. No part of the net earnings of the Corporation shall inure to the benefit of, and be distributable to, any Director or Officer of the Corporation or any other 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 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.

Section 4.4. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4.5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The 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 laws.

Section 4.7. The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.8. The 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.

Section 4.9. The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions or any subsequent federal tax laws.

Section 4.10. Notwithstanding any other provision 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 from taxation under Section 501(c)(3) of the

Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 4.11. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for educational, scientific, or charitable purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where 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 exclusively for such purposes.

ARTICLE V

MEMBERS

Section 5.1. This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

ARTICLE VI

DIRECTORS

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than four (4) Directors are present the affirmative vote of a majority of those Directors present shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

- 6.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.
- 6.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.
- 6.1.3. Organization of a subsidiary or affiliate by the Corporation.

6.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 6.2. The initial Board of Directors shall consist of the following members elected in accordance with this Section 6.2 and the Bylaws:

<u>Name</u>	<u>Address</u>
Cynthia Parsons	2216 Bayview Drive Fort Lauderdale, FL 33305
Pat Major	1722 W Las Olas Blvd Fort Lauderdale, FL 33312
Susan Pritchett	1255 NE 34 Street Oakland Park, FL 33334
Greg Schneider	101 SE 3rd Ave Fort Lauderdale, FL 33301
Ronald P. Renna	4364 NW 103 rd Terrace Sunrise, FL 33351

Section 6.3. The term of office of an elected Director shall be two (2) years and shall expire, regardless of whether or not a successor shall have been duly elected and qualified. The terms of elected Directors shall be staggered so that no elected Director's term expires less than four (4) months before the expiration of the next elected Director. Exceptions to this provision shall be Cynthia Parsons, Pat Major, and Susan Pritchett, who shall serve in perpetuity, so long as they are fit to do so.

ARTICLE VII

ADDRESS

Section 7.1. The street address of the principal office of this Corporation in the State of Florida is:

2216 Bayview Drive
Fort Lauderdale, FL 33305

The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

ARTICLE VIII

REGISTERED AGENT AND REGISTERED OFFICE

Section 8.1. The registered agent and registered office of the Corporation shall be:

Name
Cynthia Parsons

Address
2216 Bayview Drive
Fort Lauderdale, FL 33305

ARTICLE IX
AMENDMENT

Section 9.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

ARTICLE X
BYLAWS

Section 10.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

ARTICLE XI
INCORPORATORS

Section 11.1 The name and address of the incorporators of this Corporation are as follows:

Name
Cynthia Parsons

Address
2216 Bayview Drive
Fort Lauderdale, FL 33305

Pat Major

1722 W Las Olas Blvd
Fort Lauderdale, FL 33312

Susan Pritchett

1255 NE 34 Street
Oakland Park, FL 33334

Greg Schneider

101 SE 3rd Ave
Fort Lauderdale, FL 33301

Ronald P. Renna

4364 NW 103rd Terrace
Sunrise, FL 33351

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 28 day of January, 2002

Cynthia Parsons
Cynthia Parsons

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Section 48.091 and Section 607.0501(3), Florida Statutes, the
following is submitted in compliance with said sections:

The Downtown Academy of Technology and Arts, Inc. desiring to organize under
the laws of the State of Florida with its principal office as indicated in the Certificate of
Incorporation, at the City of Fort Lauderdale, County of Broward, State of Florida, has
named Cynthia Parsons, located at 2216 Bayview Drive, in the City of Fort Lauderdale,
County of Broward, State of Florida, as its agent to accept service of process within this
State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named
corporation, at the place designated in this Certificate, I hereby accept to act in this
capacity, and agree to comply with the provisions of said Sections relative to keeping
open said office.

Cynthia Parsons
Cynthia Parsons

1/28/01

Date

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TALLAHASSEE, FLORIDA

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