

ROGERS TOWERS
BAILEY JONES & GAY, P.A.

ATTORNEYS AT LAW

BOBBI HALYBURTON, Legal Assistant
EXTENSION: 210
BHalyburton@rtlaw.com

170 MALAGA STREET
SUITE A
POST OFFICE BOX 3504
ST. AUGUSTINE, FL 32085-3504
TELEPHONE (904) 824-0879
FAX (904) 825-4070
PALM COAST (386) 445-2677

January 31, 2002


Florida Department of State
Division of Corporations
Corporate Filings
P. O. Box 632
Tallahassee, FL 32314

Re: The Community Alliance Funding Education Foundation, Inc.

Dear Madam:

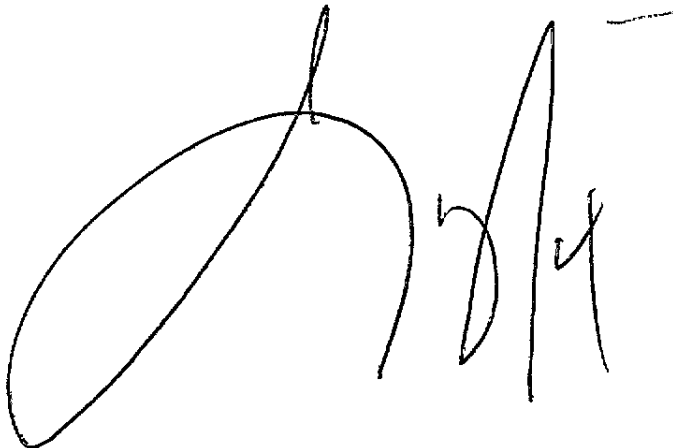
Enclosed for filing with your office are Articles of Incorporation for the above-referenced not-for-profit corporation together with our check in the amount of \$78.75 which covers the costs of filing, registered agent designation and a certified copy. Please return the copy to us at the address above. If you require any further information or documents, please contact me.

Very truly yours,


Bobbi Halyburton
Legal Assistant

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Enclosures

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
THE COMMUNITY ALLIANCE FUNDING EDUCATION FOUNDATION, INC.**

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

**ARTICLE I
NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT**

(a) The name of this corporation shall be: **The Community Alliance Funding Education Foundation, Inc.** (referred to herein as the "Corporation").

(b) The Corporation shall have perpetual existence unless dissolved sooner according to law.

(c) The principal office and mailing address of the Corporation will be located at 4240 Leaping Deer Lane, Jacksonville, FL 32259, or at such other address as may be determined by the Board of Directors.

(d) The resident agent of the Corporation is John L. Whiteman, Esq., whose address is 170 Malaga Street, Suite A, St. Augustine, Florida 32084.

**ARTICLE II
PURPOSES**

(a) The Corporation is organized exclusively for charitable and educational purposes. The primary charitable and educational purpose of the Corporation is to promote and provide community support of northwest St. Johns County public school students by providing resources directly to northwest St. Johns County public schools to support and enhance student learning. The activities performed by the Corporation to accomplish its purposes shall include, but not be limited to, the following:

1. Fundraising campaigns directed at private individuals and public and private organizations entities, for monetary and in-kind contributions that support the charitable purposes of the Corporation, and
 2. Organizing and administering various events to raise funds to support the charitable purposes of the Corporation.
- (b) Notwithstanding any other provision of these Articles of Incorporation:
1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of its purposes); and no director, trustee, officer, or any private

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individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

2. 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.
3. 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 of 1986, as amended (the "Code"), and its Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or they may hereafter be amended or replaced.
4. 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 exclusively for such purposes.
5. The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE III **MEMBERSHIP**

The Corporation shall have no members. _

ARTICLE IV **DIRECTORS**

The Corporation shall at all times have at least three (3) members of the Board of Directors. The members of the Board of Directors shall be elected as provided in the Bylaws of the Corporation. Initially, the Board of Directors shall have three (3) members. The names and addresses of the initial members of the Board of Directors of the Corporation to serve until their successors are qualified and elected pursuant to the Bylaws of the Corporation are:

<u>Name</u>	<u>Address</u>
James L. Wheeler, Jr.	4240 Leaping Deer Lane Jacksonville, Florida 32259
Sharon Davidson	101 East Town Place, Suite 200 St. Augustine, Florida 32092
Alayna Oram	101 East Town Place, Suite 200 St. Augustine, Florida 32092

ARTICLE V AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the Board of Directors from time to time; and the Articles of Amendment may be signed by an officer of the Corporation.

ARTICLE VI BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws.

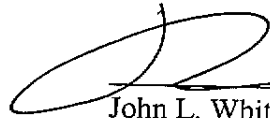
ARTICLE VII INDEMNIFICATION

The Corporation shall indemnify the officers, directors, employees and agents of the Corporation to the full extent permitted by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. This indemnification provision shall not be deemed to be exclusive of any other rights to which such officers, directors, employees, and agents may be entitled under the Bylaws, any agreement with the Corporation, any insurance maintained by the Corporation, or otherwise.

ARTICLE VIII INCORPORATION

The name and address of the sole incorporator of the Corporation is John L. Whiteman, Esq., 170 Malaga Street, Suite A, St. Augustine, Florida 32084.

Signed by the sole incorporator of the Corporation this 28th day of January, 2002.

A handwritten signature in black ink, consisting of a large, stylized 'J' followed by a horizontal line.

John L. Whiteman, Esq.
170 Malaga Street, Suite A
St. Augustine, Florida 32084

**CERTIFICATE OF DESIGNATION
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:

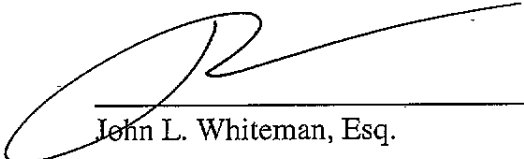
The Community Alliance Funding Education Foundation, Inc.

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

John L. Whiteman, Esq.
170 Malaga Street, Suite A
St. Augustine, Florida 32084

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.

Dated: January 28, 2002



John L. Whiteman, Esq.

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TALLAHASSEE FLORIDA