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FLORIDA NON-PROFIT CORPORATION

THEODORE R. AND THELMA A. GIBSON CHARTER SCHOOL INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 21, 2002

CORPORATION SERVICE COMPANY

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

THEODORE R. AND THELMA A. GIBSON CHARTER SCHOOL, INC.
Articles of Incorporation
(a Not-for-Profit Florida Corporation)

ARTICLE I
NAME

Section 1.1. Name. The name of the Corporation shall be **THEODORE R. AND THELMA A. GIBSON CHARTER SCHOOL, INC.**, a Florida not-for-profit corporation (the "Corporation").

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ARTICLE II
ORGANIZATION

Section 2.1. Statement of Purposes. The purposes of this Corporation, as expressed in its Articles of Incorporation, shall be for the purpose of transacting any or all lawful 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 therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contribution 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 2.2. Dissolution. In the event of the dissolution of the Corporation, the Board of Directors (the "Board") shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the remaining 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 charitable, educational, religious or scientific 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 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 purpose.

ARTICLE III
MEMBERSHIP

Section 3.1. Members. This Corporation is a non-profit, non-stock corporation, and shall have a membership whose admission and qualifications shall be determined from time to time by the Board of Directors.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.1. Management. All powers of the Corporation shall be exercised by and under the authority of the Board, and the property, business, and affairs of the Corporation shall be managed under the Board's direction. Except as specifically set forth to the contrary herein, the Board may not take any action, except upon the approval thereof by the affirmative vote of a majority of the Board present at a meeting at which a quorum of no less than forty percent (40%) of the Board is present. The affirmative vote of not less than two (2) Members shall be necessary for all actions by the Board relating to the following:

4.1.1. Approval of charitable gifts, transfers, distributions, and grants by the Corporation to other entities.

4.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.

4.1.3. Organization of a subsidiary or affiliate by the Corporation.

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

Section 4.2. Number of Directors. The initial Board shall consist of Five Directors named in the Articles of Incorporation. The number of Directors may at any time be increased or decreased to no more than Nine (9) and no fewer than three (3) by a majority vote of the Board. In the event of an increase in the number of Directors, the additional directorships created shall be filled in a manner proscribed herein for the Election of Directors in accordance with Section 4.4. The initial Directors shall be:

- | | |
|--------------------------|----------------------------------|
| 1) Edith Houlihan, Esq., | 4) Sandra Wallace, |
| 2) Dr. Robert Moore, | 5) Rabbi Dr. Robert M. Baumgard, |
| 3) Manuel J. Rodriguez, | 6) Parent Board Member. |

Section 4.3. Nomination of Directors. Not less than one month prior to a regular meeting, the Board may appoint a nomination committee to consist of no fewer than two (2) Board members. The nomination committee will compile and submit to the Board a slate of candidates for the directorships and offices to be filled at the upcoming meeting. These submissions shall be deemed to be nominations of each person named.

Section 4.4. Election of Directors. Directors shall be elected by the Board at any meeting when there is an expiring term from a slate of nominees, constituting of at least two (2) nominees for each position open.

Section 4.5. Term of Elected Directors. The initial Board of Directors named in the Articles of Incorporation shall serve as Directors for an initial term of two (2) years.

Each elected Director, other than the initial Board for the initial term, shall hold office for a staggered term of one (1) year, commencing at the close of the meeting when such Director is elected and ending at the close of the meeting held one (1) year later. 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 term of the next elected Director. A term of an elected Director shall expire regardless of whether or not his successor shall have been duly elected and qualified.

Section 4.6. Vacancies. Vacancies occurring in an elected Directorship, however caused, shall be filled as soon as practicable by election in accordance with Section 4.4. herein above. Except for a Director elected due to the natural expiration of his predecessor's one-year term, a Director so elected to fill a vacancy shall hold office of the remainder of his predecessor's term.

Section 4.7. Resignation or Removal of Directors. A Director of the Corporation may resign at any time by tendering his resignation in writing to the Corporation, which resignation shall become effective upon the date specified therein, or if no date is specified, upon receipt by the Corporation at its principal place of business. Any elected Director may be removed at any time, with or without cause, by a majority vote of the other Directors.

Section 4.8. Compensation of Directors. Directors will not receive compensation for services rendered in their capacities as Directors. However, nothing herein contained shall be construed to preclude any Director from receiving compensation from the Corporation for other services actually rendered or for expenses incurred for serving the Corporation as a Director or in any other capacity.

Section 4.9. Annual Meetings of the Board. The annual meeting of the Board shall be held without other notice than this Bylaw on the first day of April of each year, unless the Board by resolution provides for a different time and place for the holding of such annual meeting. The annual meeting may be held at such other time and place, without other notice than such resolution.

Section 4.10. Special Meetings. Special meetings of the Board may be called at any time by the President of the Corporation. Further, special meetings of the Board must be called by the President within fourteen (14) days of receipt of a written request of any two (2) or more Directors. Written notice of special meetings shall be given to each Director no less than two (2) days prior to such meeting. Such notice shall set forth the time, place, and purpose of the meeting. The business to be transacted at any special meeting shall be limited to those items set forth in the notice of waiver thereof.

Section 4.11. Regular Meetings. The Board shall meet at least four (4) times each year, including the annual meeting, each such meeting being approximately three (3) months from the date of the previous regular or annual meeting. The Secretary shall mail notice of all regular and annual meetings to each Director at the address on file with the

Secretary at least fourteen (14) days prior to a meeting, indicating the date, place, and time of the meeting.

Section 4.12. Quorum and Action of the Board. Forty percent (40%) of the Directors must be present in person at a meeting to constitute a quorum for the transaction of business at such meeting. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the affirmative vote of at least two (2) Directors present at a meeting at which a quorum is present shall be necessary for an action of the Board. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of adjournment.

Section 4.13. Voting Shares of Stock. In the event the Corporation owns shares of stock in another corporation, such shares shall be voted by the President, or his designee, as authorized by a vote of the Board as set forth in Section 4.1 herein above.

ARTICLE V
OFFICERS

Section 5.1. Number. The Corporation shall have a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. Any two (2) or more offices may be held by the same person. Officers need not be residents of the State of Florida or United States citizens. The failure to elect an officer shall not affect the existence of the Corporation.

Section 5.2. Election and Term of Office. All officers of the Corporation shall be elected by a vote of the Board as set forth in Section 4.1 herein above at the annual meeting of the Board. A duly elected officer shall hold office for a term of one (1) year, commencing at the close of the annual meeting, and until the election of a new officer at the following annual meeting, or upon their death, resignation, or removal. The initial officers of the Corporation shall be: 1) President - Thelma A. Gibson, 2) Secretary and Treasurer - Edith Houlihan.

Section 5.3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by an election by the Board as set forth in Section 4.1 for the remaining unexpired term of such office.

Section 5.4. Resignation or Removal of Officers. An officer of the Corporation may resign at any time by tendering his resignation in writing to the President or the Secretary. Resignations shall become effective upon the date specified therein or, if no date is specified, upon receipt by the Corporation. An officer of the Corporation may be removed at any time, with or without cause, at any meeting of the Board by a vote of the Board as set forth in Section 4.1 herein above.

Section 5.5. President. The President shall be the principal Executive Officer of the Corporation and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation, and (s)he shall preside over meetings of the Board of Directors; shall act as a duly authorized representative of the Board and the Corporation in all matters in which the Board has not formally designated some other person to act; shall report as directed to the Board at each meeting; may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, deeds, mortgages, bonds, contracts or other instruments which the Board has authority to execute, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 5.6. Vice President. The vice-president shall act in the place and stead of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.

Section 5.7. Secretary. The Secretary shall keep or cause to be kept all of the records of the Corporation, record or cause to be recorded the minutes of the meetings of the Board, send out or cause to be sent out all notices of meetings of the Board and all Committees, attest to the seal of the Corporation where necessary or required, and keep or cause to be kept a register of the names and addresses of each Director. The Secretary shall perform such other duties as may be prescribed by the Board.

Section 5.8. Treasurer. The Treasurer shall insure or cause to be insured that a true and accurate accounting of the financial transactions of the Corporation is made and that such accounting is presented to and made available to the Board. The Treasurer shall perform such other duties as may be prescribed by the Board.

Section 5.9. Other Officers. Other officers elected by the Board shall have such duties and responsibilities as the Board deems advisable.

Section 5.10. Succession of Officers. Unless otherwise directed by a vote of the Board, in the event that an officer of the Corporation has not resigned or been removed but is unable to act in such position for a period of one (1) month or more, whether due to disability or other reason, then another officer of the Corporation shall serve in that office until such officer is either removed or is able to perform his/her services in the following order:

- 5.10.1. The Vice President shall perform the services of the President.
- 5.10.2. The President shall perform the services of the Secretary.
- 5.10.3. The Secretary shall perform the services of the Treasurer.

Section 5.11. Salaries. Officers will not receive compensation for services rendered as officers of the Corporation. However, nothing herein contained shall be construed to

preclude any officer from receiving compensation from the Corporation for other services actually rendered or for expenses incurred for serving the Corporation as an officer or in any other capacity.

ARTICLE VI COMMITTEES OF THE BOARD

Section 6.1. **Committees of the Board.** The Board may, by resolution, establish standing committees and special committees of the Board. Unless otherwise specified by resolution of the Board or these Bylaws, the Board of Directors shall annually appoint the members and the chairs of the standing committees and shall fill vacancies on any standing committee. Appointments to the standing committees shall be made by the Board of Directors at the annual meeting. In addition, the President may, if so authorized by the Board, appoint the members and chairs of such special committees as the Board may create, which members and chairs may include persons who are not members of the Board. All committee appointments and chair appointments must be approved by a vote of the Board.

Section 6.2. **Standing Committees.** Standing committees shall be created as required by resolution of the Board. The purpose, duties, number of members, and reporting requirements of each standing committee shall be specified in the resolution creating the committee.

Section 6.3. **Special Committees.** Special committees shall be created as required by resolution of the Board. The purpose, duties, number of members, and reporting requirements of each special committee shall be specified in the resolution creating the committee.

Section 6.4. **Committee Members' Term of Office.** Unless otherwise specified by resolution of the Board, members of each committee shall continue in office until the next annual meeting of the Board and until their successors are appointed, unless the committee of which they are members shall be sooner terminated by resolution of the Board or until their earlier death, resignation, or removal as committee members.

Section 6.5. **Committee Meetings.** Meetings of any committee may be called by the chairman of such committee or upon the written request of one-third (1/3) of the committee members. The call for any meeting shall be by giving notice of such meeting which sets forth its time and place and is delivered to the residence or place of business of the committee members as listed in the Secretary's office at least two (2) days prior to such meeting. Unless otherwise provided in these Bylaws, a majority of the members of any committee shall constitute a quorum for the transaction of business. After a quorum has been established at a committee meeting, the subsequent withdrawal of committee members from the meeting so as to reduce the number of committee members present to fewer than the number required for a quorum shall not affect the validity of any action taken at the meeting. Each committee shall keep minutes of its meetings and report to the Board as necessary with recommendations.

Section 6.6. Resignation or Removal of Committee Members. A member of any committee may resign at any time by tendering his/her resignation in writing to the President or the Board of Directors. The Board, by a vote, may remove, with or without cause, any member from a committee and specifically, but not by way of limitation, may remove any member from a committee for failing to attend three (3) consecutive meetings of the committee.

ARTICLE VII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 7.1. Indemnification. The Corporation shall indemnify, to the fullest extent permitted by law, each of its officers, Directors, whether or not then in office (and his or her executor, administrator and/or heirs) or any person who may have served at its request as a director or officer, of another corporation, partnership, joint venture, trust or other enterprise as well as the executor, administrator, and heirs of any of them against all reasonable expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and necessarily incurred by him or her in connection with any threatened, pending or completed action, suit, proceeding, or arbitration, whether civil or criminal, administrative or investigative (including any appeal thereof), to which (s)he is or is threatened to be made a party because he is or was a Director, officer, employee or agent of this Corporation, or such other corporation, partnership, joint venture, trust, or other enterprise. (s)he shall have no right to reimbursement, however, in relation to matters as to which (s)he has been a adjudged liable to the Corporation for gross negligence or willful misconduct in the performance of his/her duties to the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, officer, employee, or agent may be entitled.

Section 7.2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article VII.

ARTICLE VIII
CONTRACTS, CHECKS, DEPOSIT BOOKS AND RECORDS

Section 8.1. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board, which authority may be general or confined to specific instances.

Section 8.3. Checks, Drafts, Other Orders. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 8.4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 8.5. Gifts. The Board may accept, on behalf of the Corporation, any contributions, gifts, bequests, or devise.

ARTICLE IX
OFFICE AND REGISTERED AGENT

Section 9.1. Principal and Registered Office. The principal office address of the Corporation shall 3629 Grand Avenue, Miami, Florida 33133, and may be changed from time to time as the Board of Directors may elect. The registered office address is 6255 Bird Road, Miami-Dade, Florida 33155.

Section 9.2. Registered Agent. The Registered Agent of the Corporation shall be Ignacio G. Zulueta, Esq., at 6255 Bird Road, Miami-Dade, Florida, 33155.

ARTICLE X
NON-PARTICIPATION IN POLITICAL EVENTS OR ACTIVITIES IN
CONTRAVENTION OF 501 (C) (3)

Section 10.1. Non-Participation in politics. Not only shall the Corporation not participate in or intervene in any political campaign on behalf of any public candidate, it shall also not partake in such activities in opposition of any candidate.

Section 10.2. Non-Participation in activities which would violate 501(C)(3). Notwithstanding other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under Section 501 (C) (3) of the Internal Revenue Code (or corresponding section of any future code.)

Incorporator;



Ignacio G. Zulueta
6255 Bird Road
Miami, Florida 33155

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

In compliance with the laws of the State of Florida, the following is submitted: **THEODORE R. AND THELMA A. GIBSON CHARTER SCHOOL, INC.**, a Florida not-for-profit corporation, a Florida not-for-profit corporation, desiring to organize or qualify under the laws of the State of Florida, with its registered office at 6255 Bird Road, Miami-Dade, Florida 33155, in the County of Dade, State of Florida, has named Ignacio G. Zulueta, at 6255 Bird Road, Miami, ^{Dade} Florida 33155, as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.


Ignacio G. Zulueta
6255 Bird Road
Miami Florida 33155
Dade

DATED: May 20th, 2002.

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