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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KATHRYN E. SIMEK  
2019 24<sup>TH</sup> AVENUE WEST  
BRADENTON, FL 34205-4546

July 24, 2002

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-07/26/02--01019--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: Prine Elementary PTO, Inc.

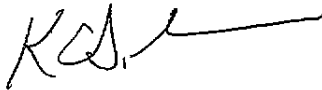
To Whom it may concern:

Enclosed please find an original and copy of the Articles of Incorporation for the above-captioned corporation together with the certificate designating the Registered Agent. I also enclose a check in the amount of \$78.75 for the filing fee, obtaining a certified copy, and Registered Agent Certification.

Kindly forward the certified copy of same to the above address, together with your Certificate of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,



Kathryn E. Simek  
(on behalf of the Prine Elementary PTO)

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Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PRINE ELEMENTARY PTO, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a not for profit Parent-Teacher Organization in accordance with the laws of the State of Florida (Chapter 617.0202, Florida Statutes).

ARTICLE I

Name

The name shall be: Prine Elementary PTO, Inc. (the "PTO").

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of the PTO shall be:

Prine Elementary School  
3801 Southern Parkway  
Bradenton, Florida 34205

ARTICLE III

Purposes

The general nature of the activities to be conducted by the PTO, and the objects or purposes of this PTO, shall be as follows:

(A) Exclusively to receive and administer funds for literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, and to that end, to hold any property, real or personal, tangible or intangible, or any undivided interest in such property, without limitation as to amount or value; to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any such property, or any undivided interest in such property, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such a manner as will best promote the purposes of the PTO without limitation, except such limitations as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the PTO, or any applicable laws; and to do any other act or thing incidental to or connected with the foregoing purposes or an advancement thereof, but not for the pecuniary profit or financial gain of its directors, officers or members of any private individual.

(B) No part of the net earnings of the PTO shall inure to the benefit of any member, director, or officer of the PTO, or any private individual (except that reasonable compensation may be paid for services rendered to or for the PTO affecting one or more of its purposes), and no member, director or officer of the PTO, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the PTO. No substantial part of the activities of the PTO shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the PTO 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.

(C) During any period in which the PTO may be classified as a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended from time to time:

(1) The PTO 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, as amended from time to time.

(2) The PTO shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code of 1986) which would give rise to any liability for the tax imposed by Section 4941(a) of the Internal Revenue Code of 1986, as amended from time to time.

(3) The PTO shall not retain any excess business holdings (as defined in Section 4943(c) of the Internal Revenue Code) which would give rise to any liability for the tax imposed by Section 4943(a) or (b) of the Internal Revenue Code of 1986, as amended from time to time.

(4) The PTO shall not make any investments which would jeopardize the carrying out of any of its exempt purposes or otherwise in such a manner as to subject it to tax under Section 4944(a) or (b) of the Internal Revenue Code of 1986, as amended from time to time.

(5) The PTO shall not make any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code) which would give rise to any liability for the tax imposed by Section 4945(a) of the Internal Revenue Code of 1986, as amended from time to time.

(D) Notwithstanding any other provision of these Articles of Incorporation, the PTO 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 of 1986, or regulations issued thereunder, as they now exist or as they may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code, as they now exist or as they may hereafter be amended.

(E) Upon the dissolution of the PTO or the winding up of its affairs, the assets of the PTO shall be distributed exclusively to religious, charitable, scientific or educational organizations which would then qualify under Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder as they now exist or as they may hereafter be amended.

#### ARTICLE IV

##### Members

This PTO shall have one class of members. The number, method for selection, qualification, rights and duties of members shall be as provided in the Bylaws of this PTO.

#### ARTICLE V

##### Date of Commencement and Term of Existence

Existence of the PTO shall commence on date of filing these Articles with the Florida Department of State, and shall continue perpetually.

#### ARTICLE VI

##### Registered Office and Registered Agent

The initial registered office of this PTO shall be located 3801 Southern Parkway, Bradenton, Florida 34205, and the initial registered agent of this PTO at such office shall be Linda Fouse. This PTO shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Incorporator

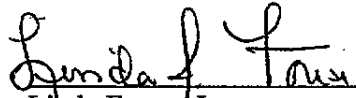
The name and address of the incorporator is Linda Fouse, 3801 Southern Parkway,  
Bradenton, FL 34205.

ARTICLE VIII

Amendment of Articles of Incorporation

This PTO reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

  
\_\_\_\_\_  
Linda Fouse, Incorporator

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Linda Fouse, having been named as registered agent to accept service of process for the above-named PTO, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of that position.

DATED this 10<sup>th</sup> day of July, 2002.

  
\_\_\_\_\_  
Linda Fouse