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FLORIDA NON-PROFIT CORPORATION

Fisher Island Day School, Inc.

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

FISHER ISLAND DAY SCHOOL, INC.

The undersigned incorporator, for the purpose of forming a corporation not for profit under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of this Corporation is: FISHER ISLAND DAY SCHOOL, INC.

ARTICLE II: PRINCIPAL OFFICE

The street address of the initial principal office is:

7714 Fisher Island Drive
Fisher Island, FL 33109

The mailing address of this Corporation is:

7714 Fisher Island Drive
Fisher Island, FL 33109

ARTICLE III: PURPOSE

The Corporation shall at all times be operated exclusively for educational and charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (or any future corresponding section of the Internal Revenue Code).

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purpose, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors 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 III.

Subject to the foregoing, the Corporation shall otherwise exercise powers which a corporation not for profit may legally exercise under the laws of the State of Florida provided that it is not inconsistent with the Corporation's not for profit status under

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§501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (or any future corresponding section of the Internal Revenue Code).

ARTICLE IV: ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be as stated in the By-Laws.

ARTICLE V: INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent of the Corporation is:

Harold L. Lewis, Esq.
One Biscayne Tower, Suite 2400
Two South Biscayne Blvd.
Miami, Florida 33131

ARTICLE VI: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Harold L. Lewis, Esq.
One Biscayne Tower, Suite 2400
Two Biscayne South Biscayne Blvd.
Miami, Florida 33131

ARTICLE VII: OFFICERS

The affairs of the Corporation shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Corporation in accordance with the By-Laws and shall serve in accordance with the By-Laws. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:

Address:

Michael Pearce

2036 Fisher Island Drive
Fisher Island, FL 33109

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Vice President:

Robert Potamkin

*Address:*7714 Fisher Island Drive
Fisher Island, FL 33109*Secretary/ Treasurer:*

Mariana Garfunkel

*Address:*7782 Fisher Island Drive
Fisher Island, FL 33109**ARTICLE VIII: DIRECTORS**

The property, business and affairs of the Corporation shall be managed by a Board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors. Directors need not be members of the Corporation.

Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

Michael Pearce

2036 Fisher Island Drive
Fisher Island, FL 33109

Robert Potamkin

7714 Fisher Island Drive
Fisher Island, FL 33109

Mariana Garfunkel

7782 Fisher Island Drive
Fisher Island, FL 33109**ARTICLE X: NO PERSONAL LIABILITY**

No officer or director of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of

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the officers or directors be subject to the payment of the debts or obligations of the Corporation.

ARTICLE X: INDEMNITY

The Corporation shall indemnify and hold harmless each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he or she may be involved, by reason of his or her being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under the By-Laws or otherwise, and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such persons.

These Articles of Incorporation shall be effective as of this 2ND day of October, 2002.



Harold L. Lewis, Esq., Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

The Corporation mentioned below, 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: FISHER ISLAND DAY SCHOOL, INC.
- 2. The name and address of the registered agent and office is:

Harold L. Lewis, Esq.
 One Biscayne Tower, Suite 2400
 Two South Biscayne Blvd.
 Miami, Florida 33131

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 THIS 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.

 Harold L. Lewis, Esq.

Dated: October 2, 2002

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