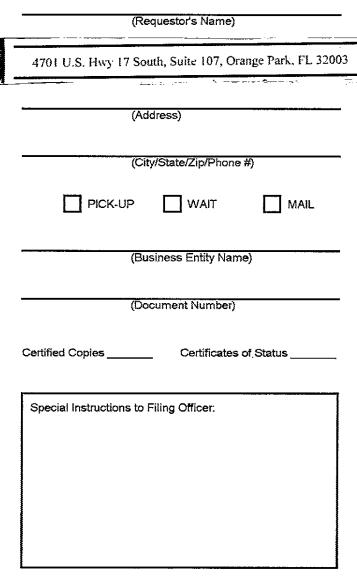
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November 25, 2002

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

To Whom it may concern:

Thank you for accepting our filing fee for our new corporation.

If you have any questions please call 904-215-4010 and ask for

Carrie Young at extension 219.

Sincerely,

Carrie Young

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ARTICLES OF INCORPORATION

OF

CITIZENS FOR QUALITY CLAY COUNTY SCHOOLS, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

This is a not-for-profit corporation organized pursuant to the Florida Corporation Not for Profit Law set forth in Chapter 617 of the Florida Statutes, as amended.

ARTICLE I - NAME

The name of this Corporation is:

Citizens For Quality Clay County Schools, Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal office of this Corporation is:

4120 Eldridge Avenue Orange Park, Florida 32073

ARTICLE III - DURATION

This Corporation is to commence its corporate existence on the date of filing by the Secretary of the State of Florida. This Corporation shall exist for not more than one (1) year from the date of incorporation.

ARTICLE IV - PURPOSE

This Corporation is organized solely and exclusively for the purpose of funding the education of the electorate of Clay County, Florida, concerning the proposed increase of the existing sales tax in said County.

ARTICLE V - MANAGEMENT OF CORPORATE AFFAIRS

- A. Board of Directors. The powers of this Corporation shall be exercised, its assests controlled, and its business affairs conducted by a Board of Directors, consisting of not less than three (3) persons.
- B. Delegation of Authority. The Board of Directors shall delegate authority to an Executive Committee to conduct the business of the organization in accordance with the policies prescribed by the Board of Directors from time to time. The Executive Committee shall be comprised of: the President, one (1) or more Vice Presidents, the Secretary and the Treasurer.
- C. The names and addresses of the initial members of the Board of Directors are as follows:

| NAME | ADDRESS |
|-----------------|--|
| Phyllis Vancas | 4120 Eldridge Avenue Orange Park, Florida 32073 |
| Van Royal | 3616 Magnolia Point Boulevard Green Cove Springs, Florida 32043 |
| Jan Hobbs | 3087 Doctors Lake Drive Orange Park, Florida 32087 |
| John Kopolousos | 1279 Kingsley Avenue Orange Park, Florida 32073 |
| Leanne Voyles | 653 Nelson Drive Orange Park, Florida 32073 |

The property of this Corporation is irrevocably dedicated to the purpose set out in Article IV hereof, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or to the benefit of any private individual.

ARTICLE VII - DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively in furtherance of the purpose of the Corporation, or to such organization or organizations organized and operated exclusively for purposes as shall at the time qualify under Section 501 (c) (3) of the Internal Revenue Code of 1896, as amended, as the Board of Directors shall determine.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

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

W. Kelsea Eckert Eckert, Benson & Associates, P.A. 4701 Hwy. 17 South Ste. 107 Orange Park, Florida 32003

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be repealed, altered or amended, and new provisions adopted, by a simple majority vote (greater than 50%) of the directors present at any regular meeting of the directors or at any special meeting of the directors called for that purpose at which a quorum is present.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is:

W. Kelsea Eckert Eckert, Benson & Associates, P.A. 4701 Hwy. 17 South Ste. 107 Orange Park, Florida 32003

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PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091 and 607.034, and other applicable Florida Statutes, the following is submitted:

That CITIZENS FOR QUALITY CLAY COUNTY SCHOOLS, desiring to organize or qualify under the laws of the State of Florida with its principal place at 4120 Eldridge Avenue, Orange Park, Florida 32073 has named W. Kelsea Eckert as its agent to accept service of process within Florida.

DATED this 6th day of November, 2002.

W. Kelsea Ecker Incorporator

Having been named to accept service of process for the above named corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper performance of my duties.

W. Kelsea Eckert Registered Agent

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