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FLORIDA NON-PROFIT CORPORATION

THE MOST IMPROVED STUDENT, INC.

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**ARTICLES OF INCORPORATION
OF
THE MOST IMPROVED STUDENT, INC.
(A Corporation Not for Profit)**

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TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, we hereby make, adopt and subscribe the following Articles of Incorporation:

**I.
NAME OF CORPORATION**

The name of this corporation shall be:

The Most Improved Student, Inc.

The principal address and the mailing address of the corporation shall be:

1515 Ringling Boulevard
Sarasota, Florida 34236

**II.
PURPOSES**

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for educational, cultural and other charitable purposes, including:

A. To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;

B. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

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No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, 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 herein. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

III. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons, as determined pursuant to provisions of the Bylaws. The board of directors of the corporation shall be elected at the meeting of members of the corporation, held on the 1st day of June, of each year, to serve until the next annual meeting or until their respective successors are duly elected. The method of election of directors shall be as stated in the bylaws.

The names and addresses of the directors who are to manage the affairs of the corporation until the first such annual meeting of said members, and until their successors are duly elected and qualified are as follows:

IV. OFFICERS

The officers of the corporation shall consist of a president, one or more vice presidents, a secretary, a treasurer, and such additional officers as may be designated in the corporate Bylaws. The officers of the corporation shall be elected at the annual meeting of the board of directors of the corporation, which shall be held on the 1st day of June of each year. The officers of the corporation shall serve until the next annual meeting of the board of directors or until their successors shall be duly elected and qualified, whichever shall first occur. The duties of the officers shall be as set forth in the corporate Bylaws.

The names and respective offices of the persons who are to hold office until the first such annual meeting of the board of directors to be held in June 1, 2002, and until their successors are duly elected and qualified, are as follows:

<u>Name</u>	<u>Office</u>
H. Jack Hunkele 2224 Harbour Court Drive Longboat Key, FL 34228	President

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<u>Name</u>	<u>Office</u>
Philip A. Delaney, Jr. 1515 Ringling Blvd. Sarasota, FL 34236	Vice President
Kelly S. Quigley 9056 Misty Creek Drive Sarasota, FL 34241	Treasurer
Vickie Brandenburg 2309 Aubrey Lane Sarasota, FL 34231	Secretary

CORPORATE EXISTENCE

The existence of this corporation shall be perpetual, unless dissolved according to law.

**V.
BYLAWS**

The first board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

**VI.
REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 200 South Orange Avenue, Sarasota, Florida 34236, and the name of the initial registered agent of this corporation at that address is R. David Bustard, Esq.

**VII.
INCORPORATORS**

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

W. Brett Rees
1515 Ringling Boulevard
Sarasota, Florida 34236

**VIII.
COMMITTEES**

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

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**IX.
DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable, educational, 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, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.

**X.
AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

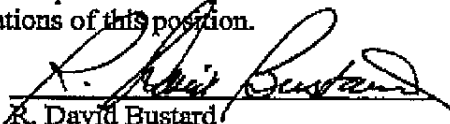
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of February, 2003.



W. Brett Rees, Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby consents to the appointment as Registered Agent of The Most Improved Student, Inc. to accept service of process upon said corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.



R. David Bustard
Registered Agent

RDB-474444.1