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Division of Corporations

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Sandy Duncan - new

**FLORIDA NON-PROFIT CORPORATION**

**TAMPA TRANSITIONAL SCHOOL OF EXCELLENCE, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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ARTICLES OF INCORPORATION  
OF  
TAMPA TRANSITIONAL SCHOOL OF EXCELLENCE, INC.  
(A FLORIDA NOT FOR PROFIT CORPORATION)

The undersigned, hereby make, subscribe and acknowledge these Articles of Incorporation for the purpose of forming a not for profit corporation under Chapter 617, *Florida Statutes*, and to that end do hereby set forth the following:

ARTICLE I  
NAME

The name of the corporation is TAMPA TRANSITIONAL SCHOOL OF EXCELLENCE, INC. Pending any change authorized by the Corporation's Board of Directors, its mailing address shall be P. O. Box 310496, Tampa, Florida 33680-0496.

ARTICLE II  
ADDRESS OF REGISTERED OFFICE

The street address of the initial registered office of this Corporation is 220 S. Franklin Street, Tampa, Florida 33602, and the name of the Registered Agent of this Corporation at that address is Randy K. Sterns.

ARTICLE III  
PURPOSE

The Corporation shall be organized exclusively as a non-profit, tax exempt organization under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), and is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not For Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. Accordingly, the Corporation shall be operated exclusively for the following exempt purposes:

(a) the Corporation is formed for the exclusive purpose of providing educational programs, training and opportunities for young adults with learning disabilities and related difficulties within the meaning of the term "educational" in §501(c)(3) of the Code;

(b) the Corporation is formed for the purpose of providing young adults with learning disabilities and related disabilities with on-the-job training, career preparation and related technical and professional training in an environment that emphasizes technology and field experience training;

(c) the Corporation will seek to provide educational opportunities for learning disabled and special need students that need transitional assistance and training to enable them to succeed in the 21st Century work force;

(d) the Corporation shall have the power to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property, and to improve, encumber, sell, convey, use, lease, mortgage, and dispose of all such property in conformity with the Bylaws of said Corporation;

(e) the Corporation shall further be authorized to invest, reinvest, and administer the principal or the income of the Corporation's assets in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation and shall be further authorized to exercise each and every power and right granted to a not for profit corporation under the laws of the State of Florida as may be necessary for the furtherance of its purposes; all in accordance with its Bylaws or as the same may be hereafter modified or amended;

(f) to collect funds in furtherance of the Corporation's objectives, to prudently expend all funds received and disburse the net interest and other earnings that may be received in satisfaction of its operating expenditures and expenses and in support of meritorious projects which may further its objectives;

(g) no part of the funds of the Corporation shall inure to the benefit of any private individual, and no part of the activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office;

(h) the Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual and the balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, shall be used and distributed exclusively to organizations that qualify under Section 509(a)(1) or (2) of the Code; and

(i) to perform all other acts and carry on and conduct all other activities necessary or useful in connection with or incidental to the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the State of Florida and this charter.

#### ARTICLE IV MEMBERSHIP

The Corporation shall be organized as an entity without members.

#### ARTICLE V INCORPORATORS

The names and addresses of the Incorporator of this Corporation is:

| NAME            | ADDRESS  |
|-----------------|--|
| Randy K. Sterns | 220 S. Franklin Street<br>Tampa, Florida 33602 |

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ARTICLE VI  
BOARD/OFFICERS

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. Each member of the Board of Directors shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The affairs of the Corporation shall be managed by this official board, who shall elect officers as follows: President, Vice-President, Secretary and Treasurer, which officers shall be provided for in the Bylaws. Each officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified.

The names and addresses of the initial Board and the office which they will respectively hold until their successors are elected and qualified are as follows:

JENNIFER SOLAR  
7801 Lakeside Boulevard  
Tampa, Florida 33614

JAN WITTE  
65 Turtle Creek Circle  
Oldsmar, Florida 34677

LOLA HANLEY  
3116 West Chapin Avenue  
Tampa, Florida 33611

DEBORAH KING  
2904 West Bayshore Court  
Tampa, Florida 33611

CHRISTINE HENRY  
3016 West Chapin Avenue  
Tampa, Florida 33611

ARTICLE VII  
AMENDMENTS

The Articles of Corporation and Bylaws of this Corporation may be amended, altered or rescinded at any regular meeting or a special meeting of the membership of the Board of Directors, by a majority vote of the board membership present.

ARTICLE VIII  
BYLAWS

Subject to any limitations set forth in the laws of Florida, the Corporation's Bylaws shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the Board of Directors in a manner provided by the Bylaws.

ARTICLE IX  
TERM

The term of the Corporation shall be perpetual or until dissolved by due process of law.

ARTICLE X  
DISTRIBUTION OF ASSETS

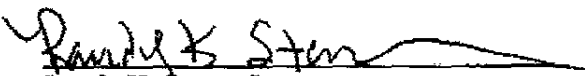
In the event of dissolution of the Corporation, the residual assets of the Corporation will be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of the Internal Revenue Code, or to the federal, state or local government for exclusive public use.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) an entity exempt from Federal Income Tax under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code or (b) an entity to which contributions are deductible under Section 170(c)(2) of the United States Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Code.

ARTICLE XI  
DEFENSE AND INDEMNIFICATION  
OF OFFICERS AND DIRECTORS


The Corporation shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct."

IN WITNESS WHEREOF, the undersigned, being the subscribers of this Corporation, for the purpose of forming this nonprofit charitable corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 21st day of April, 2003.

  
Randy K. Stern, Incorporator

ACCEPTANCE OF REGISTERED AGENT

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 the 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.

  
Randy K. Stern, Registered Agent

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