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AUTHORIZATION BY PHONE TO
CORRECT Art. I, X
DATE 4-30-03
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4-30-03

James F. McCollum, P.L.

ATTORNEY & COUNSELOR AT LAW
129 S. COMMERCE AVENUE, SEBRING, FLORIDA 33870-3698
(863) 385-5188 • Fax (863) 471-1111

JAMES F. McCOLLUM
email:mcrjfm@earthlink.net

RENEE´MILLER
MELISSA NEWGENT
FOREST HARPER
LEGAL ASSISTANTS

April 21, 2003

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Sebring High School Project Graduation, Inc.

Gentlemen:

Enclosed are the signed originals of the Articles of Incorporation for the above named corporation. Both have been subscribed and acknowledged before a notary public. I am enclosing my check in the amount of $78.75 representing a $35.00 filing fee, a $8.75 certified copy fee and $35.00 for a registered agent designation. If you find these documents satisfactory, please place your certificate and endorse your approval on the photocopy and return same to me.

Should you have any questions, please do not hesitate to contact this office.

Very truly yours,

James F. McCollum

JFM/fh
enclosure(s)

cc: Client

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SEBRING HIGH SCHOOL PROJECT GRADUATION, INC.

A FLORIDA CORPORATION NOT FOR PROFIT

ARTICLE I. NAME

The name and address of the Corporation is **SEBRING HIGH SCHOOL PROJECT GRADUATION, INC.** and its mailing address is **P.O. BOX 583, SEBRING, FLORIDA, 33871.**

ARTICLE II. DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III. PURPOSE

This Corporation is organized in order to engage in any lawful activity consistent with the express purpose of a drug and alcohol free all night party for seniors organized by their parents after graduation.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Upon the 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 for the purposes of the Corporation in such manner, or to such manner, or to such organization or organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as any exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any further United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV. DIRECTORS

There shall be four (4) members of the initial Board of Directors of the Corporation. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

Name	**Address**
Sherry Dawes	**700 Roanoke Place Sebring, FL 33870**
Belinda Decker	**211 Raven Avenue Sebring, FL 33872**
Debbie Schoonover	**8009 Pine Glen Road Sebring, FL 33876**
Kathy Haley	**P.O. Box 583 Sebring, FL 33871**

Directors shall be elected as provided in the By-Laws.

ARTICLE V. OFFICERS

The affairs of the Corporation are to be managed by the officers. The names of the persons who are to serve as officers until the first election of officers under these Articles of incorporation are as follows:

Sherry Dawes	**President**
Belinda Decker	**Vice President**
Debbie Schoonover	**Treasurer**
Kathy Haley	**Secretary**

ARTICLE VI. MEMBERS

The corporation shall have Members. Members of the Corporation may be divided into certain categories and meet qualifications as set forth in the By-Laws. Membership may be terminated by majority vote of the members of the Corporation, with or without cause, as set forth in the By-Laws of the Corporation.

ARTICLE VII. BY-LAWS

The By-Laws of the Corporation are to be made, altered, or rescinded by the members of the Corporation.

ARTICLE VIII. AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the act of the Directors and members of the Corporation. Such amendments may be proposed and adopted in the manner provided in the By-Laws of the Corporation.

ARTICLE IX. INCORPORATORS

The names and residence addresses of the subscribers of these Articles of Incorporation are:

James F. McCollum	129 South Commerce Avenue Sebring, FL 33870

ARTICLE X. INITIAL PRINCIPAL OFFICE.

The principal street address of the principal office of the corporation is 211 Raven Avenue, Sebring, Florida, 33872.

ARTICLE XI. INITIAL REGISTERED AGENT& REGISTERED ADDRESS.

The name of the Initial Registered Agent is James F. McCollum, P.L. whose address is 129 South Commerce Avenue, Sebring, Florida, 33870.

IN WITNESS WHEREOF, I have subscribed my name on this **21st** day of **April, 2003.**

James F. McCollum, Incorporator

I hereby accept the appointment as Registered Agent for the above Corporation.

James F. McCollum, P.L.

By:

James F. McCollum, President
Registered Agent

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