



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 20, 2003

CSC

SUBJECT: WINDERMERE SCHOOL FOUNDATION, INC.
REF: W03000034795

RESUBMIT

Please give original
submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The cover sheet is not correct should be for Non Profit.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filings Section

FAX Aud. #: H03000321141
Letter Number: 703A00063015

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
WINDERMERE SCHOOL FOUNDATION, INC.**

The undersigned, acting as the incorporator of a corporation not for profit pursuant to Florida Statutes, Chapter 617, certifies:

ARTICLE I - NAME

The name of the corporation shall be: WINDERMERE SCHOOL FOUNDATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be: 255 South Orange Avenue, Suite 800, Orlando, FL 32801.

ARTICLE III - PURPOSE

The corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The exclusive purpose of the corporation is to create, construct, and operate a school, and for conducting related activities of an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV - EFFECTIVE DATE

The corporation's existence shall begin on November 19, 2003.

ARTICLE V - PROHIBITIONS

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 in Article III hereof.

No substantial part of the activities of the corporation shall be 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 or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization,

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contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization 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 VI - PRIVATE FOUNDATION PROVISIONS

The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not retain any excess business holdings as defined in section 4943(a) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII - DIRECTORS

The affairs of the corporation shall be managed by the Board of Directors. The Board of Directors may be composed of members and non-members of the corporation.

There shall be three or more directors with the number to be determined by the bylaws.

The directors shall be classified with respect to the period for which they shall severally hold office by division into three classes of approximately equal size. The

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initial directors shall be appointed to the three classes of directors, those of the first class being appointed for a term of one year, those of the second class being appointed for a term of two years, and those of the third class being appointed for a term of three years. At each succeeding annual meeting, the successors to the directors whose terms expire in that year shall be elected in the manner set forth in the corporation's bylaws to hold office for a term of three years, and each director so elected shall hold office until his or her successor is duly elected and qualified or until his or her earlier death, resignation, or removal. Any vacancies in the Board of Directors resulting from death, resignation, or removal of a director, or resulting from an increase in the size of the Board, may be filled by a majority vote of the remaining directors, though less than a quorum, at any regular or special meeting of the Board. Each person elected to fill a vacancy in the Board of Directors shall serve for the balance of the unexpired term to which he or she is elected except as otherwise provided by the Board.

The initial directors shall be:

Class 1:	Curtis B. Wagner, 1448 Kelso Blvd., Windermere, FL 34786
Class 2:	James G. Salmon, 2228 Butler Bay Dr., N., Windermere, FL 34786
Class 3:	Robert W. Howeth, 6121 S. Hampshire Ct., Windermere, FL 34786

ARTICLE VIII - MEMBERS

The members of the corporation shall be those persons eligible for and admitted to membership pursuant to the corporation's bylaws.

ARTICLE IX - INDEMNIFICATION

The corporation shall, to the extent permissible under applicable law, have the power to indemnify any person who was or is a party to any proceeding (other than any action by, or in the right of, the corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

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ARTICLE X - INITIAL REGISTERED AGENT AND STREET ADDRESS

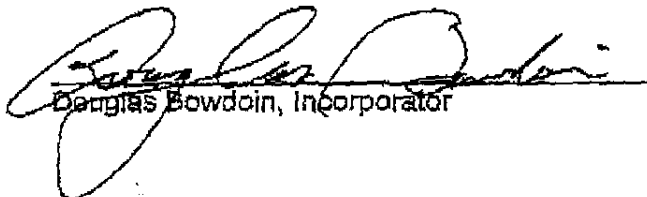
The initial registered agent of this corporation is Douglas Bowdoin, whose address is 255 South Orange Avenue, Suite 800, Orlando, Florida 32801.

ARTICLE XI - INCORPORATOR

The name and post office address of the incorporator of these Articles of Incorporation is Douglas Bowdoin, 255 South Orange Avenue, Suite 800, Orlando, FL 32801.

IN WITNESS WHEREOF, the undersigned has hereunto signed and acknowledged the foregoing Articles of Incorporation under the laws of the State of Florida, on the date set forth next to his signature.

11-19-03
Date


Douglas Bowdoin, Incorporator

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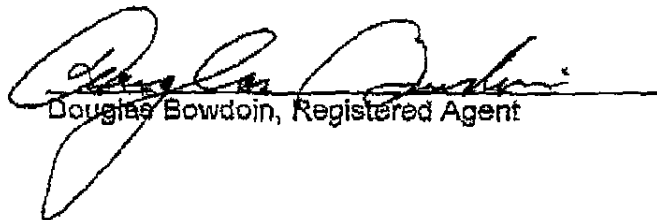
**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE FOR
SERVICE OF PROCESS WITHIN THIS STATE AND
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

PURSUANT to Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

Windermere School Foundation, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, and State of Florida, has named as Registered Agent Douglas Bowdoin, and Registered Office at 255 South Orange Avenue, Suite 800, Orlando, Florida 32801, to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open such office.


Douglas Bowdoin, Registered Agent

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TALLAHASSEE FLORIDA