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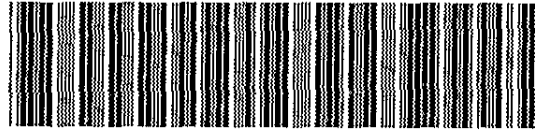
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DEPARTMENT OF STATE
DIVISION OF INFORMATION
TALLAHASSEE, FLORIDA

W-3-1

ARTICLES OF INCORPORATION
FOR
PASCO COUNTY SCHOOL BOARD LEASING CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREAMBLE

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation to form a not-for-profit corporation for educational purposes under the provisions of Section 1001.453 and Chapter 617, Florida Statutes.

ARTICLE I

NAME

The name of this corporation shall be:

PASCO COUNTY SCHOOL BOARD LEASING CORPORATION (the "Corporation");
and the principal place of business and the mailing address shall be at 7227 Land O' Lakes Boulevard, Land O' Lakes, Florida, 34639.

ARTICLE II

OBJECT AND PURPOSE

The purposes for which this Corporation are formed are:

(a) To enter into, make, and perform contracts and agreements; to purchase or otherwise acquire, hold, lease, encumber, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of any real, personal, or intangible personal property in the same manner and to the same extent as a natural person might do for the benefit of and in furtherance of the educational purposes of the School Board of Pasco County, Florida (the "School Board") as provided in Section 1001.453 Florida Statutes.

(b) To enter into ground leases, lease purchase agreements, master lease purchase agreements, trust agreements, assignment agreements, reimbursement agreements, servicing agreements, construction contracts, purchase orders, purchase agreements and related agreements for the purpose of financing or refinancing the acquisition, construction, renovation and improvement of real, personal or intangible personal property to serve as educational facilities and sites and equipment for the benefit of public prekindergarten through 12th grade education, special education, special vocational-technical education and adult general education within the School District of Pasco County, Florida to the extent permitted by law.

(c) To assume all of the interests, rights, duties and obligations of the Florida School Boards Association, Inc. under the School Board's existing Master Lease Program.

(d) To carry on or engage in any activity which the Corporation may deem proper or convenient in connection with the purposes hereinabove stated and to use any and all of its assets from whatever source obtained, either the principal or income therefrom, either immediately or in the future, for the furtherance of the corporate purposes and objects of the Corporation.

(e) All assets and earnings of this Corporation shall be used exclusively for the purposes hereinabove stated including the payment of expenses incident thereto, and no part of the net earnings of the Corporation shall inure to the benefit of any private person, entity or individual.

(f) In the event of dissolution of this Corporation, all the remaining assets of the Corporation shall be distributed to the School Board and used only for educational purposes.

ARTICLE III

MEMBERSHIP

The sole member of the Corporation shall be the School Board acting as the governing body of the School District of Pasco County, Florida. The sole membership, or any interest in such membership, shall not be assignable or otherwise transferable. Membership shall be evidenced by a Certificate of Membership which shall contain the statement, printed prominently on the face of the Certificate, that the Corporation is a not-for-profit corporation. The sole member shall have no voting rights.

ARTICLE IV

TERM OF EXISTENCE

The term for which this Corporation shall exist shall be perpetual.

ARTICLE V

NAME OF INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Kenneth R. Artin	135 West Central Boulevard, Suite 700 Orlando, Florida 32801

ARTICLE VI

DIRECTORS

(a) The property, business and affairs of this Corporation shall be managed by a Board of Directors which shall consist of the five (5) members of the School Board. Said Board of Directors shall have the rights and duties of directors of corporations under Chapter 607, Florida Statutes. Upon taking office as a member of the School Board, such member shall immediately become a member of the Board of Directors and shall continue to serve as a member of the Board of Directors as long as such member continues to serve on the School Board. In no event shall the number of Directors be less than five. If the number of Directors determined as provided above shall ever be less than five, the remaining Directors shall appoint temporary Directors to act in such capacity until the number of members of the School Board shall at least equal five. In the event there are no members of the School Board, the Superintendent of Schools shall appoint five temporary Directors to serve until there is at least one duly elected or appointed member of the School Board.

(b) The name and address of each person who is to serve as an initial Director of this Corporation are set forth below.

<u>Name</u>	<u>Address</u>
Jean Larkin Weightman	7227 Land O' Lakes Boulevard Land O' Lakes, Florida, 34639
Marge Whaley	7227 Land O' Lakes Boulevard Land O' Lakes, Florida, 34639
Cathi Martin	7227 Land O' Lakes Boulevard Land O' Lakes, Florida, 34639
Pam Coulter	7227 Land O' Lakes Boulevard Land O' Lakes, Florida, 34639
Kathleen Wolf	7227 Land O' Lakes Boulevard Land O' Lakes, Florida, 34639

ARTICLE VII

BY-LAWS

The By-laws of this Corporation may be adopted, amended, modified or rescinded by the Directors of this Corporation.

ARTICLE VIII

REGISTERED OFFICE

The initial registered office of this corporation shall be at 7227 Land O' Lakes Boulevard, Land O' Lakes, Florida, 34639. The initial registered agent at that address shall be John Long, Ph.D.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of February, 2004.

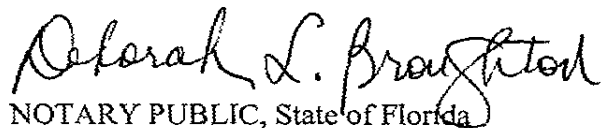


Kenneth R. Artin
Incorporator

STATE OF FLORIDA)
COUNTY OF PASCO)

BEFORE ME, the undersigned notary, personally appeared Kenneth R. Artin, to me personally known to be the signer of the foregoing Articles of Incorporation of PASCO COUNTY SCHOOL BOARD LEASING CORPORATION, who after being by me first duly sworn did depose and say that it is the intent of such signer in good faith to carry out the purposes and objects as set forth in the foregoing Articles.

WITNESS my hand and official seal of the State and County aforesaid, this 27th day of February, 2004.


NOTARY PUBLIC, State of Florida

My Commission Expires:

November 14, 2006

[NOTARIAL SEAL]



Deborah L. Broughton
MY COMMISSION # DD164902 EXPIRES
November 14, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE ACCEPTING APPOINTMENT
AS REGISTERED AGENT**

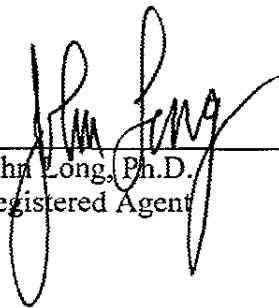
WITNESSETH:

That Pasco County School Board Leasing Corporation, a not-for-profit corporation duly organized under the laws of the State of Florida, which has its principal office in Land O'Lakes, Florida, has named Jean Larkin Weightman, located at 7227 Land O' Lakes Boulevard, Land O' Lakes, Florida, 34639, as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated not-for-profit 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 relative to the proper and complete performance of my duties, and I accept the duties and obligations of Sections 617.0501 and 617.0503 Florida Statutes.

Dated this 27th day of February, 2004.



John Long, Ph.D.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA