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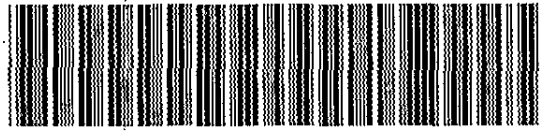
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2004 AUG 24 P 4: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Excelsior Academy of Miami, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Mark H. Gotz
Name (Printed or typed)

7300 W. McNab Road, Suite 217
Address

Tamarac, FL 33321
City, State & Zip

954-494-7433
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
EXCELSIOR ACADEMY OF MIAMI, Inc.

FILED

2004 AUG 24 P 4: 12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

Article I

Name

The name of this corporation is **Excelsior Academy of Miami, Inc.**

Article II

Purposes

The general nature of the objectives and purposes of this corporation shall be:

- a) This corporation is organized and shall be operated exclusively as a corporation not-for-profit and for charitable purposes under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued there under, or the corresponding provisions of any future United States Internal Revenue Law (the "Code").
- b) The property of this corporation is irrevocably dedicated to the management, operation, guidance, direction and promotion of the Excelsior Academy of Miami, and the education of students.

Article III

Powers

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of the corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the corporation.

Notwithstanding the generality of the foregoing, the powers of the corporation shall be subject to the following limitations and restrictions:

- a) The corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;
- b) No part of the income, profit or assets of the corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its members, directors, officers, or other private persons: provided however, 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 of these Articles; and
- c) 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 of distribution of statements) any political campaign on behalf of any candidate for public office.

Article IV

Officers

- a) The offices of the corporation shall be a Chairman, a Treasurer and a Secretary, and such other officers as may be provided in the Bylaws.
- b) The Officers shall be elected by a majority vote of the Board of Trustees at its first organizational meeting and thereafter at its annual meeting.

Article V

Board of Trustees

- a) All corporate powers shall be exercised under the authority of, and the affairs of this corporation shall be managed under the direction of, the Board of Trustees, except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.
- b) The corporation shall have three (3) trustees initially. The number of Trustees may be increased or decreased from time to time according to the bylaws, but shall never be less than three (3).
- c) Each member of the Board of Trustees shall serve a term of one (1) year.
- d) The initial Trustees of the corporation are:
 - Mark H. Gotz**; 7300 W. McNab Road, Suite 217; Tamarac, FL 33321
 - William F. Andrews**, 4721 NW 27th Avenue, Boca Raton, FL 33434
 - Patricia A. (Pam) Hackett**; 8949 N.W. 9th Place, Plantation, Florida 33324
- e) Trustees shall be elected pursuant to the provisions of the Corporation's By-Laws.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 7300 W. McNab Road, Tamarac, Florida 33321, and the name of the initial registered agent of this corporation at that address is Mark H. Gotz.

Article VII

Incorporator/Subscriber

The name and address of the subscriber to these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Mark H. Gotz	7300 W. McNab Road, Suite 217 Tamarac, FL 33321

Article VIII

Duration

This corporation shall exist perpetually.

Article IX

By-Laws

- a) The Board of Trustees, by majority vote, may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Trustees; provided, however, that such Bylaws shall not conflict with any pf the provisions of these Articles of Incorporation.

- b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of the members of the Board of Trustees who are present at any regular meeting, or any special meeting for this purpose.

Article X

Amendments

These Articles of Incorporation may be amended, altered, changed or repealed solely by a majority vote of the Board of Trustees.

Article XI

Corporate Liquidation and Dissolution

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation. In the event of the dissolution of the corporation, the Board of Trustees ("Board") shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the remaining assets of the corporation, exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious 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 (or the corresponding provisions of future United States internal Revenue Law), as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Court having proper jurisdiction in 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 XII

Indemnification

The corporation shall indemnify officers, trustees, employees, and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the corporation as specified in Article II herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of August, 2004.



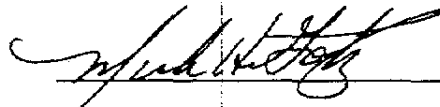
Mark H. Gotz

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
2004 AUG 24 P 4: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Excelsior Academy of Miami, Inc., desiring to organize or qualify as a Corporation Not for Profit under the laws of the State of Florida, with its initial registered offices at 7300 W. McNab Road, ^{#217}Tamarac, Florida 33321, has named Mark H. Gotz located at 7300 W. McNab Road, ^{#217}Tamarac, Florida 33321, as its registered agent to accept service of process for the Corporation within the State of Florida.



Mark H. Gotz, Incorporator

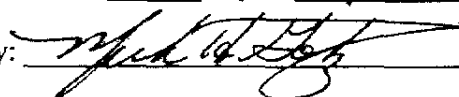
8/15/04

Date

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept the responsibility to act in this capacity, and agree to comply with the provisions of Florida Statutes relative to keeping open said office and further accept the duties and obligations of Section 617.0503, Florida Statutes.

Dated this 15 day of August, 2004.

By: 

Mark H. Gotz, Registered Agent