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05 APR -4 PM 2:58  
STATE OF  
LOUISIANA

**TRANSMITTAL LETTER**

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

**SUBJECT:** CRENSHAW GUILD, 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:** Elena I. Crosby  
Name (Printed or typed)

14105 Hampshire Bay Circle  
Address

Winter Garden, Florida 34787  
City, State & Zip

407-654-3068  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION  
OF  
CRENSHAW GUILD, INC.**

FILED

05 APR -4 PM 2: 58

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, natural person of the age of eighteen years or older, acting as incorporator for the purpose of creating a nonprofit corporation under the laws of the State of Florida in compliance with Chapter 617, F.S., do hereby set forth:

**ARTICLE I  
NAME**

The name of this Corporation shall be Crenshaw Guild, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The address of the principal office of the Corporation shall be 8440 Winter Garden-Vineland Road, Orlando, Florida 32836 and the principal mailing address of the Corporation shall be P.O. Box 1159, Windermere, Florida 34786.

**ARTICLE III  
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence immediately upon the filing of these Articles of Incorporation with the Florida Department of State, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE IV  
PURPOSES AND GENERAL POWERS**

This Corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 ("Code") or the corresponding provision of any future United States Internal Revenue Law.

Specifically, the organization is Parent-Teacher Organization ("PTO") to support the education of children at The Crenshaw School by fostering relationships between the school, parents and teachers.

This Corporation shall have all of the powers enumerated in the Florida Not-for-Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted to be carried on by (1) a corporation exempt from Federal Income tax under Section 501(c)(3) of the Code or (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code; and to do all things necessary, proper and consistent with maintaining tax exempt status under Section 501(c)(3).

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from

Federal Income Tax Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

**ARTICLE V**  
**PROHIBITED ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this Corporation shall be limited to reasonable amounts. No substantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this Corporation shall not intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles or any Bylaws adopted thereunder, this Corporation shall not take any action not permitted by the laws which then apply to this Corporation.

**ARTICLE VI**  
**MEMBERSHIP**

The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights, privileges and responsibilities of members shall be set forth in the Bylaws.

**ARTICLE VII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be located at 14105 Hampshire Bay Circle, Winter Garden, Florida 34787, and the initial registered agent of the Corporation at that address shall be Elena I. Crosby. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

The Board of Directors shall be elected or appointed and their number either increased or diminished from time to time in the manner and for the terms provided in the Bylaws, provided that there should not be less than three (3) Board of Directors.

**ARTICLE IX**  
**INITIAL OFFICERS**

This Corporation shall have, in addition to a President, Vice-President, Secretary and/or Treasurer, such other additional officers as may be created from time to time by and under authorization of its Bylaws. All officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be described by the Bylaws or determined by the Board of Directors.

**ARTICLES X**  
**INCORPORATOR**

The name and street address of the person signing these Articles as incorporator is:

Elena I. Crosby  
14105 Hampshire Bay Circle  
Winter Garden, Florida 34787

**ARTICLE XI**  
**BYLAWS**

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

**ARTICLE XII**  
**INDEMNIFICATION**

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such to the fullest extent permitted under applicable law.

**ARTICLE XIII**  
**AMENDMENTS**

The Board of Directors reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

**ARTICLE XIV**  
**HEADINGS AND CAPTIONS**

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

**ARTICLE XV**  
**DISSOLUTION ACTIVITIES**

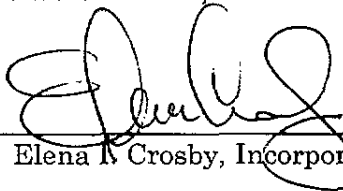
The internal affairs of the Corporation shall be regulated by its Board of Directors as described in the Bylaws. Upon dissolution of the Corporation, its assets shall be disposed of exclusively for the purposes of the Corporation or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organizations under section 501(c)(3) of the Code, then the Corporation shall transfer such assets to such organization or organizations which, at the discretion of the

Corporation and consistent with the general intentions and wishes of the donors of such assets, are organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at that time qualify such organization or organizations as being exempt from federal income tax under Section 501(c)(3) of the Code. Any such assets not so disposed of shall instead be disposed of by the Circuit Court of 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 charitable, educational, religious, or scientific purposes, and which qualify as an exempt organization or organizations under Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida, to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereunto sets his hand and seal this 31<sup>ST</sup> day of March, 2005.

CRENSHAW GUILD, INC.

By: \_\_\_\_\_



Elena K. Crosby, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

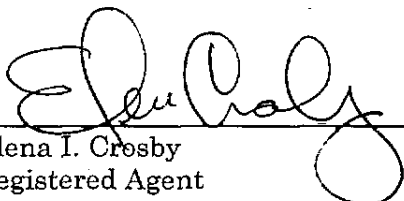
In compliance with Section 48.091, Florida Statutes, the following is submitted:

Crenshaw Guild, Inc., desiring to organize as a not-for-profit corporation pursuant to the laws of the State of Florida with its registered office at 14105 Hampshire Bay Circle, Winter Garden, Florida 34787, has named and designated Elena I. Crosby, as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above named 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 relating to the proper and complete performance of my duties as Registered Agent.

Dated this 31<sup>st</sup> day of March, 2005.

  
\_\_\_\_\_  
Elena I. Crosby  
Registered Agent