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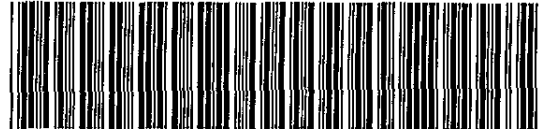
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## TRANSMITTAL LETTER

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

**SUBJECT:** Innovatin Schools of Excellence Northwest, 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:** Elder Otis B. Young

Name (Printed or typed)

333 Ausley Road

Address

Tallahassee, FL 32304

City, State & Zip

850.575.5580

Daytime Telephone number

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

**ARTICLES OF INCORPORATION  
OF  
INNOVATION SCHOOLS OF EXCELLENCE NORTHWEST, INC.**

(A Florida Not For Profit Corporation)

The undersigned, acting as Incorporator of a corporation, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I  
CORPORATE NAME**

The name of the corporation shall be **INNOVATION SCHOOLS OF EXCELLENCE NORTHWEST, INC.** The nonprofit corporation is organized for general purposes, pursuant to the Florida Corporations Not For Profit Laws as set forth in Chapter 617, Florida Statutes, and shall have perpetual existence. The corporation shall commence existence on the date these Articles are filed with the Secretary of State.

**ARTICLE II  
PRINCIPAL OFFICE**

The location of the principal office of the corporation is 411 White Drive, Tallahassee, FL 32304.

The mailing address of the principal office of the corporation is 333 Ausley Road, Tallahassee, FL 32304

**ARTICLE III  
PURPOSES; POWERS**

1. The purposes for which the Corporation is organized and operated are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

2. The Corporation's charitable and educational goals shall be met primarily by its commitment to provide a quality pre-kindergarten curriculum of learning.

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3. As a means of accomplishing the above purposes and methods, in accordance with and in addition to the powers conferred by the laws of the State of Florida, the corporation shall have the following powers:

- a. Receiving and accepting gifts of money and property and holding the same for any of the purposes of the Corporation and its work.
- b. Raising and assisting in raising funds for the purposes herein set forth.
- c. Acquiring, owning, leasing, mortgaging and disposing of property, both real and personal.
- d. Accepting property and donations in trust for charitable purposes.
- e. Acquiring, holding, owning, selling, assigning, transferring, mortgaging, pledging, or otherwise disposing of shares of the capital stock, bonds, obligations or other securities of other corporations, domestic, or foreign, as investments or otherwise, in carrying out any of the purposes of the Corporation and, while the owner thereof, to exercise all rights, powers and privileges of ownership, including the power to vote thereon.

4. In the conduct of the affairs of the Corporation:

- a. The property of the Corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth in this Article.
- b. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state or local laws.
- c. The Corporation shall not:
  - i. Operate for the purpose of carrying on a trade or business for profit;

- ii. Accumulate income, invest income, or divert income, in a manner endangering its exempt status; or
- iii. Except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the Corporation.
- iv. The Corporation's operations are to be conducted principally in the United States of America; the Corporation also may conduct operations in foreign countries, subject, however, to the laws of the State of Florida.

#### **ARTICLE IV** **MANAGEMENT OF CORPORATE AFFAIRS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors that shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by a majority of the directors, but at no time shall there be fewer than three (3) directors of the Corporation.

#### **ARTICLE V** **INITIAL DIRECTORS**

The provisions of the Bylaws of the Corporation shall govern the manner in which the Directors of the Corporation shall be elected or appointed. The names, titles and street addresses of the initial directors of the Corporation are:

<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>Street Address</u></b>
Elder Otis B. Young	Executive Director	333 Ausley Road Tallahassee, FL 32304
Elder Jack P. Leland	Chief Executive Officer	333 Ausley Road Tallahassee, FL 32304
Mrs. Kywana Lawson	Director	411 White Drive Tallahassee, FL 32304
Ms. Lisa Randolph	Parent Representative	333 Ausley Road Tallahassee, FL 32304

**ARTICLE VI**  
**INITIAL REGISTERED AGENT**

The initial registered agent of the nonprofit corporation is:

Sandra Hargrett  
333 Ausley Road  
Tallahassee, FL 32304

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the Incorporator is:

Elder Otis B. Young  
333 Ausley Road  
Tallahassee, FL 32304

**ARTICLE VIII**  
**CORPORATE NATURE**

This Corporation is a public benefit corporation organized under a non-stock basis pursuant to Florida nonprofit law.

**ARTICLE IX**  
**MEMBERS**

The Corporation will not have members and shall be governed exclusively by its Board of Directors.

**ARTICLE X**  
**AMENDMENTS**

Amendments to these Articles of Incorporation may be adopted by a majority of the directors in the manner set forth in the Bylaws of the Corporation.

**ARTICLE XI**  
**MISCELLANEOUS**

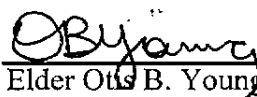
1. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on:

- a. By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States internal revenue law) or,
- b. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

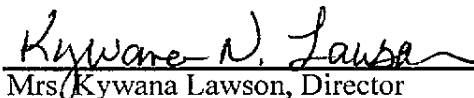
2. In the event of the dissolution of the Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the Corporation shall go and be distributed to a nonprofit corporation qualifying as an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding status thereof, and as the organization qualifying as a public charity under the provisions of Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, as the Directors of the Corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed or contributed by such directors for any other such purpose. Any of such assets not so disposed of shall be disposed of by the District 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 such purposes.

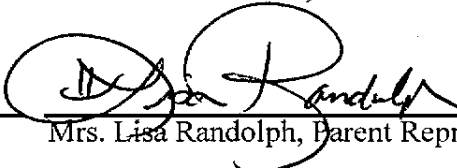
Dated this 13<sup>th</sup> day of April, 2005.

IN WITNESS WHEREOF, the undersigned Directors have executed these Articles of Incorporation.

  
Elder Otis B. Young, Executive Director

  
Elder Jack P. Leland, CEO

  
Mrs. Kywana Lawson, Director

  
Mrs. Lisa Randolph, Parent Representative

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation.

INCORPORATOR:

O. B. Young  
Elder Otis B. Young

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Sandra L. Hargrett  
Sandra L. Hargrett/Registered Agent

4/13/05  
Date

O. B. Young  
Elder Otis B. Young/Incorporator

4/13/05  
Date

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JANUARY 1, 1900