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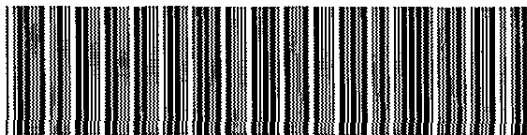
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TALLAHASSEE, FLORIDA

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STATE
CLERK
TALLAHASSEE, FLORIDA

D. WHITE AUG -4 2006

AUSLEY & McMULLEN

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ewaugh@ausley.com

August 2, 2006

VIA HAND DELIVERY

Florida Department of State
Division of Corporations
2661 Executive Center Circle West
Tallahassee, Florida 32301

RE: Infinity Middle School of Sarasota County, Inc.

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for Infinity Middle School of Sarasota County, Inc.

Enclosed is a check in the amount of \$78.75 for the filing fee and a certified copy, and an extra copy of the Articles to be date-stamped by your office.

Thank you for your assistance. Please call if you have any questions.

Sincerely,



Emily S. Waugh

ESW/jg

Enclosures

**ARTICLES OF INCORPORATION
OF
INFINITY MIDDLE SCHOOL OF SARASOTA COUNTY, INC.**

FILED
06 AUG -2 PM 4: 25
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby files these Articles of Incorporation of INFINITY MIDDLE SCHOOL OF SARASOTA COUNTY, INC., with the Florida Department of State. These Articles shall be effective upon filing with the Florida Department of State. These Articles shall supersede all previous articles of incorporation. The Corporation shall be a Not-for-Profit Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation shall be INFINITY MIDDLE SCHOOL OF SARASOTA COUNTY, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually.

ARTICLE III - PURPOSES, LIMITATIONS AND DISSOLUTION

Section 3.1. Purposes. The Corporation is organized exclusively for charitable and educational purposes, including, without limitation, the following:

- (a) Rehabilitation of delinquent and dependent youth by providing education, training, discipline and productive work;
- (b) Conducting education and rehabilitation programs for dependent, delinquent and other problem youth; and
- (c) Receiving real or personal property, or both, and subject to the restrictions and limitations in these Articles, using and applying the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary or educational purposes either

directly or by contributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or under a corresponding provision of any subsequent federal tax law.

Section 3.2. Other Activities. Subject to the restrictions and limitations in these Articles, the Corporation may engage in all lawful activities that are necessary or desirable to advance the purposes described in this Article and may cooperate with other individuals, organizations, institutions, foundations and agencies having similar purposes.

Section 3.3. Powers and Limitations on Activities. The Corporation shall have all the powers of a not-for-profit corporation under the law of the state of incorporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any 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 this Article III. 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 or distribution of statements) any political campaign on behalf of any candidate for public office. 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 (b) by a corporation described in Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax law. Any references to the Internal Revenue Code and provisions thereof shall include successor provisions of any future corresponding federal tax law.

Section 3.4. Dissolution. Upon the dissolution of the Corporation, the Board of Trustees shall pay all liabilities of the Corporation and shall distribute the remaining assets as set forth herein:

(a) Each of the remaining assets shall be distributed, as determined by the Board, to Associated Marine Institutes, Inc. ("**AMI**") or to Associated Marine Institutes Foundation, Inc. ("**AMI Foundation**"). If at the time of distribution only one of those entities (AMI or AMI Foundation) is a Qualified Recipient (defined below), then all of the remaining assets shall be delivered to the entity (AMI or AMI Foundation) which at the time of distribution is a Qualified Recipient. If at the time of distribution neither AMI nor AMI Foundation is a Qualified Recipient, then the remaining assets shall be distributed to any entity designated by AMI provided the designated entity is a Qualified Recipient at the time of distribution. In the absence of such designation, the remaining assets shall be distributed to an entity selected by the Board provided such entity is a Qualified Recipient at the time of distribution.

(b) For purposes of this Article, "**Qualified Recipient**" means an organization which is an exempt organization under Section 501(c)(3) of the Internal Revenue Code (the "**Code**") and is described in Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) of the Code.

ARTICLE IV – NON-STOCK CORPORATION AND MEMBER

Section 4.1. Member. This Corporation is organized under a non-stock basis. The Corporation shall have one class of membership. The sole member shall be AMI ("**Member**"). The membership interest is not subject to involuntary transfer.

Section 4.2. Confirmation by Member. Within ten (10) business days after any vote or election by the Board which requires confirmation by the Member, the Board shall submit to the

Member a written request specifying the matter for which the Member's approval is requested. If it approves the matter, the Member shall provide the Board with written confirmation and the matter shall become effective upon the Member's written approval or such other date as the Member may specify in writing.

ARTICLE V - MANAGEMENT OF AFFAIRS-BOARD OF TRUSTEES

Section 5.1. Election and Removal of Trustees. The Trustees shall be elected as stated in the Bylaws. The Member shall have the authority to remove any or all of the Trustees, with or without cause. The Member may authorize the Board to remove a Trustee. If a Trustee is removed by the Member, then the Member shall appoint the successor Trustee who shall take office upon appointment; otherwise, the Board shall elect the successor Trustee who shall take office upon his/her election.

Section 5.2. Voting. A quorum of the Board shall consist of one-third of the number of voting Trustees then serving. The affirmative vote of a majority of the Trustees at any meeting at which a quorum is present shall constitute the act of the Board unless otherwise required by the Articles of Incorporation or Bylaws.

ARTICLE VI - OFFICERS

The Corporation shall have an Executive Director who shall be the chief operating officer of the Corporation. The Member will provide candidates for the Executive Director and the Board shall select the Executive Director from those candidates. If the Board does not select the Executive Director within a reasonable time, the Member shall appoint the Executive Director. Either the Board or the Member may remove the Executive Director, with or without cause.

ARTICLE VII – AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended or rescinded by the written approval of the Member. The Board of Trustees may propose that the Member consider one or more amendments if each such proposed amendment is approved by a two-thirds vote of the Trustees present and voting at any annual meeting or special meeting called for that purpose and at which a quorum is present.

ARTICLE VIII- AMENDMENTS TO BYLAWS

The Bylaws may be amended at any time by the Board of Trustees, provided the amendment: (a) has first been submitted to and approved in writing by the Member, in which case the Bylaw amendment shall be effective upon its adoption by the Board (unless a later date is specified in the amendment), or (b) is approved in writing by the Member following the Board's vote, in which case the Bylaw amendment shall be effective on the date of the Member's approval (unless a later date is specified in the amendment). Amendments to the Bylaws shall be made by a majority vote of the Trustees present at any special meeting of the Board. If the Board adopts a Bylaw amendment which has not been approved in advance and in writing by the Member, then within ten (10) business days after such vote the Board shall submit to the Member a written request for the Member's approval of that amendment. If the Member approves the amendment, the Member shall provide the Board with written confirmation of such approval. Promptly after the Bylaws are adopted or amended, the Secretary shall furnish a certified copy of the amended bylaws to the Member.

ARTICLE IX - PRINCIPAL OFFICE

The street and mailing address of the Corporation's principal office is:

705 S. McIntosh Road, Sarasota, FL 34232

ARTICLE X - REGISTERED AGENT AND OFFICE

The name and street address of the registered agent and office of the Corporation are:

<u>Name</u>	<u>Address</u>
Smith Hulsey & Busey	225 Water Street Suite 1800 Jacksonville, Florida 32202

ARTICLE XI - REPORTS

The Board shall submit to the Member written financial statements and reports detailing the Corporation's operations and any other matter requested by the Member. The reports shall be submitted annually promptly after the end of the Corporation's fiscal year or more frequently as the Member may request.

ARTICLE XII - ACTIONS REQUIRING MEMBER'S CONSENT

The Corporation may not take any of the following actions without obtaining the advance written consent of the Member:

- (a) the addition of additional members of the Corporation.
- (b) the opening or closing of any of the Corporation's offices.
- (c) the mortgage or pledge, or creation of a security interest in, or conveyance of title to, all or any part of the property and assets of the Corporation of any description (except for purchase money mortgages or sales made for market value in the ordinary course of business).
- (d) the sale or other transfer of all, or substantially all, of the assets of the Corporation.
- (e) the Corporation's merger with, or acquisition of, any other entity.

(f) the execution of any contract having a term greater than three (3) months through which management, financial, administrative, or fund-raising services will be provided to the Corporation, unless approved in advance and in writing by the Member.

(g) the termination of the activities or dissolution of the Corporation.

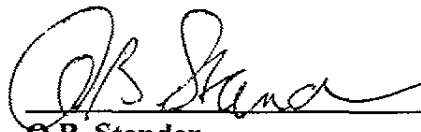
(h) the appointment of a receiver for the Corporation, commencement of bankruptcy proceedings for the Corporation, any general assignment by the Corporation for the benefit of its creditors, or the like.

ARTICLE XIII—INCORPORATOR

The name and street address of the incorporator of this Corporation are:

**Associated Marine Institutes,
Inc.
5915 Benjamin Center Drive
Tampa, FL 33634**

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on July 5, 2006.

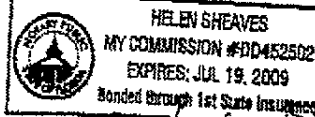


O.B. Stander
As Incorporator

STATE OF Florida
COUNTY OF Hillsborough

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, O.B. Stander, to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 5th day
of July, 2006.



Notary Public
State of Florida at Large
My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED OFFICER AND AGENT
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is
submitted:

The Corporation hereby designates Smith Hulsey & Bussey, located at 225 Water Street,
Suite 1800, Jacksonville, Florida 32202 as its registered agent to accept service of process within
this State.

Dated this 5th day of July, 2006.


O.E. Stander
As incorporator

Having been named as registered agent to accept service of process for the above
Corporation, at the place designated in this certificate, I hereby accept the appointment as registered
agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes
relating to the property and complete performance of my duties, and I am familiar with and accept
the obligations of my position as registered agent.

Dated this 30th day of June, 2006.

Smith Hulsey & Bussey

By: 
E. Leahy Russell

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