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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Keystone Preparatory School, Inc.**

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## ARTICLES OF INCORPORATION

of

### KEYSTONE PREPARATORY SCHOOL, INC.

The undersigned incorporator to these Articles of Incorporation hereby subscribes these Articles of Incorporation to form a corporation (the "Corporation") not-for-profit under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes* Chapter 617).

#### ARTICLE I Name and Address

The name of the Corporation is KEYSTONE PREPARATORY SCHOOL, INC. The street address of the initial principal office is 12606 Henderson Road, Tampa, Florida 33625. The mailing address is 12606 Henderson Road, Tampa, Florida 33625. The Board of Directors may from time to time change the principal office or mailing address of the Corporation to any other address in the State of Florida.

#### ARTICLE II Purposes

The purposes for which the Corporation is formed are exclusively educational and charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws") and the purposes of the Corporation are limited exclusively to the educational and charitable purposes set forth below. In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devise and other contributions for educational and charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for educational and charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for educational and charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of educational and charitable purposes.

The primary purpose of this Corporation is to operate one or more schools providing specialized curriculum and educational services for children with learning differences.

#### ARTICLE III Powers

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes

Keystone Preparatory School  
Articles of Incorporation (Final Version)  
March 6, 2006

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for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

#### ARTICLE IV Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected annually in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3). The names and addresses of the initial Board of Directors, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

Name	Address
Walt Karniski, M.D. ✓	12606 Henderson Road Tampa, Florida 33625
Lois Delaney, M.A. ✓	12606 Henderson Road Tampa, Florida 33625
Charles Oldham, M.A. ✓	901 Atwater Road Lake Oswego, Oregon 97034
William T. Read, M.D. ✓	8735 Concord Court Inver Grove Heights, Minnesota 55076
✓Amelia Van Name Larson, M.A. Ed.S.	6618 Glencoe Drive Temple Terrace, Florida 33617

#### ARTICLE V Officers

The officers of the Corporation shall be a President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

Name	Title
Walt Karniski, M.D. ✓	President
Lois Delaney, M.A. ✓	Vice-President
Walt Karniski ✓	Treasurer
Lois Delaney, M.A. ✓	Secretary

**ARTICLE VI**  
**Non-Discrimination Policy**

Schools operated by the Corporation shall admit students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. No school operated by the Corporation may discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

**ARTICLE VII**  
**Incorporator**

The name of the incorporator is Walt Karniski, M.D.. The street address of the incorporator is 12606 Henderson Road, Tampa, Florida 33625.

**ARTICLE VIII**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 12606 Henderson Road, Tampa, Florida 33625 and the name of the initial registered agent at such address is Walt Karniski, M.D.

**ARTICLE IX**  
**Bylaws**

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time.

**ARTICLE X**  
**Amendments**

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors by the vote of eighty percent (80%) of the directors at a meeting duly called in accordance with the Bylaws of the Corporation.

**ARTICLE XI**  
**Limitations on Actions**

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) any political campaign on behalf of or in

opposition to 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 by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, and distribute no part of its net income or assets to any members, Directors or officers.

Although the Corporation is not intended to be a private foundation, as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws), without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be determined to be a private foundation, it shall not:

- (i) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (ii) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (iii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);
- (iv) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws); or
- (v) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws).

## ARTICLE XII

### Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986, or to the corresponding provisions of any future Revenue Law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or Director of this Corporation. Any such assets not so disposed of shall 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 such purposes.

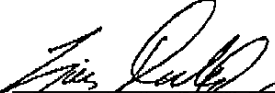
**ARTICLE XIII**  
**Term of Existence**

The Corporation shall have perpetual existence.

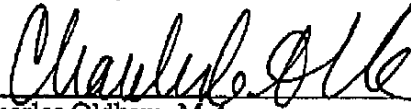
**IN WITNESS WHEREOF**, the undersigned incorporator executed these Articles of Incorporation this 17<sup>th</sup> day of March, 2006.



Walt Karniski, M.D., Incorporator



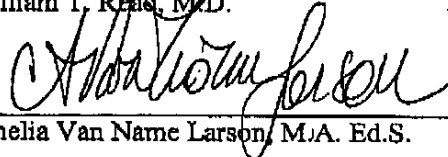
Lois Delaney, M.A.



Charles Oldham, M.A.



William T. Read, M.D.



Amelia Van Name Larson, M.A. Ed.S.

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the within-named Corporation, at the place designated hereinabove, the undersigned hereby accepts the designation to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties and acknowledges that he is familiar with and accepts the obligations of his position as registered agent.

Date: March 17, 2006

Walt Karniski, M.D.

Walt Karniski, M.D.  
Registered Agent