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#### Michael L. Crofts, P. A.

Attorney At Law

P.O. Box 915505 • Longwood, FL 32791-5505 407-682-1043 • 866-457-3460 FAX

April 12, 2007

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

Re: Filing of Articles of Incorporation

Dear Madam/Sir Clerk:

Enclosed please find the Articles of Incorporation of The Florida Association of Independent Special Education Facilities, Inc. for filing. Also, I enclose our firm's check in the amount of \$78.75 for the filing fee, designation of registered agent and certified copy.

Please send the *certified copy* to the undersigned in the enclosed envelope. If you have any questions, please do not hesitate to contact me.

Mushman

Sincerely

Lisa Cushman Legal Assistant

encs.

## Articles of Incorporation of The Florida Association of Independent Special Education Facilities, Inc. A Florida Not for Profit Corporation

ARTICLE ONE NAME

The name of this corporation is The Florida Association of Independent Special Education Facilities, Inc.

#### ARTICLE TWO NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The name and address of the initial registered agent is Jacqueline Egli, 894 Gary Hillery Drive, Winter Springs, Florida 32708.

#### ARTICLE THREE STATEMENT OF CORPORATE NATURE AND PURPOSES

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act set forth in Part I of Chapter 617 of the Florida Statutes.

The Florida Association of Independent Special-Education Facilities, Inc. will exist for the express purpose of providing a support organization for facilities serving exceptional children, making services known to parents of such children, providing an effective voice for such facilities and serving as a representative association to improve communication between public and private institutions.

#### ARTICLE FOUR DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to promoting the above-stated corporate purposes.

No part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof.

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#### ARTICLE FIVE INCORPORATOR AND INITIAL DIRECTORS

The incorporator is Jacqueline Egli, 894 Gary Hillery Drive, Winter Springs, Florida 32708. There shall be three directors constituting the initial board of directors. The name and address of each person who is to serve as an initial director are:

Dr. Zelda Carner 8801 SW 114 Terrace Miami, FL 33176

Jacqueline Egli 894 Gary Hillery Drive Winter Springs, FL 32708

Kathy Shuke 6211 Terry Road Jacksonville, FL 32216

#### ARTICLE SIX MANAGEMENT OF CORPORATE AFFAIRS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three; provided, however, that such number may be changed by an amendment to the bylaws and election by the members. Membership eligibility will be defined in the bylaws.

### ARTICLE SEVEN DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation organized and operated to further the same or similar purposes as this corporation.

#### ARTICLE EIGHT AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be made by a resolution adopted by the Board of Directors.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this nonprofit charitable corporation under the laws of the state of Florida, have executed these Articles of Incorporation this 29th day of March, 2007.

Jacqueline Egli

#### Statement Designating Registered Agent and Office and Acceptance of Registered Agent

Pursuant to the provisions of the Florida Statutes the non-profit corporation identified below submits the following statement in designating its registered office and registered agent in the state of Florida:

The name of the corporation is The Florida Association of Independent Special Education Facilities, Inc.

The name of the registered agent for the corporation is Jacqueline Egli and the street address of the company's principal office where the agent is located is 894 Gary Hillery Drive, Winter Springs, Florida 32708.

This statement is to acknowledge that, as indicated above, The Florida Association of Independent Special Education Facilities, Inc. has appointed me, Jacqueline Egli, as its registered agent to accept service of process for the corporation at the place designated above in this statement. I accept this 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this  $29^{th}$  day of March, 2007.

Jacqueline Egli