

MAY 20 2008 1:03PM
Division of Corporations

GRANT, FRIDKIN ET AL

NO 1209

P. 1Page 1 of 1

N08000004913

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000133645 3)))



H080001336453ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : GRANT, FRIDKIN, PEARSON, ATHAN & CROWN, P.A.
Account Number : 076402003516
Phone : (239) 514-1000
Fax Number : (239) 514-0377

RECEIVED
08 MAY 20 PM 2:08
DIVISION OF CORPORATION

FLORIDA PROFIT/NON PROFIT CORPORATION

Harris Education Foundation, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

08 MAY 20 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Electronic Filing Menu

Corporate Filing Menu

Articles Of Incorporation
Of
Harris Education Foundation, Inc.
a Florida Not-For-Profit Corporation

The undersigned, for the purposes of forming a not-for-profit corporation under Chapter 617 of the Florida Business Corporation Act, does hereby certify as follows:

I

Corporate Name

The name of the Corporation is HARRIS EDUCATION FOUNDATION, INC.

II

Corporate Address

The address of the principle office and the mailing address of the corporation is:

c/o 5551 Ridgewood Drive, Suite 501
Naples, Florida 34108

III

Not For Profit

A. The Corporation is a not-for-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its members, trustees or officers, except to the extent permissible under law.

B. The Corporation shall be operated pursuant to the applicable provisions of IRS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 MAY 20 AM 10:10

APPROVED
AND
FILED

Publication 578(1-89) Reference, as amended, including, but not limited to, the following special provisions:

1. The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

2. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

3. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

4. The corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

5. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

IV

Corporate Purposes

The purposes for which the Corporation have been organized are as follows:

A. To receive and administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) and Section 509 of the Internal Revenue Code of 1986, as amended, hereinafter the "Code."

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereto in furtherance of the purposes of the Corporation.

C. To do such things and perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Sections 501(c)(3) or 509, or other applicable sections of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Florida.

V Limitation

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Trustees or Officers, but 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 Article IV hereof.

VI Election of Directors

The initial Board of Directors of the Corporation shall be comprised of three (3) persons. The Directors shall be elected annually, in accordance with the Bylaws. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall be no less than three (3) directors. The names and addresses of the initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

Philip B. Harris
261 7th Avenue North
Naples, FL 34102

Mark Hynes
108 Longview Drive
Dawsonville, GA 30354

Ed Morgan
18100 Stonebrook Court
Northville, MI 48168

VII
No Members

The Corporation shall not have Members and shall not issue membership certificates.

VIII
Nonstock Basis

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

IX
Commencement of Existence

The Corporation shall be deemed to commence upon the acceptance of these Articles of Incorporation for filing by the Secretary of State, of the State of Florida.

X
Duration

The duration of the corporation is perpetual.

XI
Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be care of Grant, Fridkin, Pearson, Athan & Crown, P.A., Attorneys at Law, 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.

The name of the initial registered agent of the Corporation at the registered office shall be TODD L. BRADLEY.

XII
Dissolution

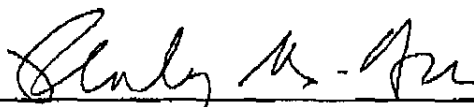
In the event of dissolution or termination pursuant to the applicable sections of the Code, which are incorporated by reference herein, including, but not limited to, Section 507 of the Code, the residual assets of the Corporation will be turned over to one or more organizations described in Section 501(c)(3), Section 507, Section 509, Section 170(c)(2) or any other qualified organization described under the Code.

XIII
Incorporator

The name and address of the Incorporator of the Corporation is:

Philip B. Harris
261 7th Avenue South
Naples, Florida 34102

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 20 day of May, 2008.



PHILIP B. HARRIS
Incorporator

ACCEPTANCE OF REGISTERED AGENT**FOR****HARRIS EDUCATION FOUNDATION, INC.**

I, TODD L. BRADLEY, having signed the within as registered agent for HARRIS EDUCATION FOUNDATION, INC., (the "Corporation") at the registered address of Grant, Fridkin, Pearson, Athan & Crown, P.A., Attorneys at Law, 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.



TODD L. BRADLEY
REGISTERED AGENT

APPROVED
AND
FILED
08 MAY 20 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA