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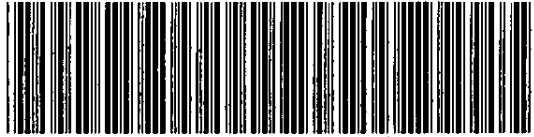
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08 JUN 16 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TIMOTHY J. SLOAN, P.A.**

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CHARLES J. STAFFORD  
\*ALSO MEMBER OF  
DISTRICT OF COLUMBIA  
AND MISSOURI BARS

TELEPHONE (850) 769-2501  
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June 13, 2008

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
New Filing Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: The Gayle & Brian Foundation, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, together with the Certificate Designating Registered Agent and a check in the amount of \$78.75 to cover the cost of filing. Please file these Articles at your earliest convenience, and return a certified copy to us.

Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Sincerely,

TIMOTHY J. SLOAN, P. A.

  
Timothy J. Sloan

TJS/mf  
Encl.

**ARTICLES OF INCORPORATION  
OF  
THE GAYLE & BRIAN FOUNDATION, INC.**

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08 JUN 16 PM 4:25  
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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Article of Incorporation of such corporation:

**ARTICLE I**

The name of the Corporation shall be THE GAYLE & BRIAN FOUNDATION, INC. The principal place of business of this corporation shall be 201 Harrison Avenue, Panama City, Florida 32401.

**ARTICLE II**

The period of the duration of this Corporation is perpetual unless dissolved according to law.

**ARTICLE III**

Section 3.1. The purposes for which the Corporation is organized is to operate an educational facility using the charter school format, and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for such purposes, either directly or by contributions to other educational organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and the Regulations issued pursuant thereto (the "Code"), as they now exist or as they may hereafter be amended.

Section 3.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or 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, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a 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 in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code as the same now exist or as they may be hereinafter amended from time to time.

Section 3.3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

#### ARTICLE IV

The number constituting the initial Board of Directors of the Corporation is five (5). The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3) nor more than thirteen (13), the exact number being determined in Accordance with the Bylaws. The manner in which directors are elected or appointed is the method stated in the Bylaws. The names and addresses of the initial directors of this Corporation are as follows:

<b>Name</b>	<b>Address</b>
Gayle B. Paynter	201 Harrison Avenue Panama City, FL 32401
Brian L. Humboldt	201 Harrison Avenue Panama City, FL 32401
Phoebe Masker	3304 W. 15 <sup>th</sup> Street Panama City, FL 32401
Aviva Mallary	726 Bunkers Cove Road Panama City, FL 32401
Cande W. McNeil	475 Harrison Avenue Suite 200 Panama City, FL 32401

#### ARTICLE V

This Corporation is organized without members with the Board of Directors possessing all power and authority that would otherwise vest in the members.

#### ARTICLE VI

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section

501(c)(3) of the Internal Revenue Code of 1954 or any corresponding section(s) of any prior or future law, or to the Federal, State, or Local Government for exclusively public purposes. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### ARTICLE VII

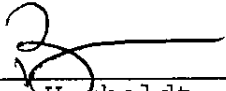
The name and address of the incorporator is Brian L. Humboldt, 201 Harrison Avenue, Panama City, FL 32401.

#### ARTICLE VIII

The street address of the initial principal office of the corporation in the State of Florida is 201 Harrison Avenue, Panama City, FL 32401. The registered agent for this corporation is Timothy J. Sloan, whose address is 427 McKenzie Avenue, Panama City, Florida 32401.

IN WITNESS WHEREOF, the undersigned incorporator and President has executed these Articles of Incorporation this 10<sup>th</sup> day of June, 2008.

By: \_\_\_\_\_

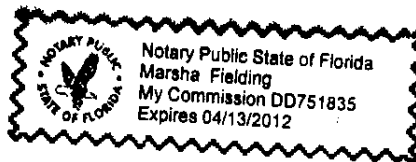
  
Brian L. Humboldt

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was sworn to, subscribed and acknowledged before me this 10<sup>th</sup> day of June, 2008, by Brian L. Humboldt, who is personally known to me.

*Marsha Fielding*  
Notary Public - Signature

(SEAL)



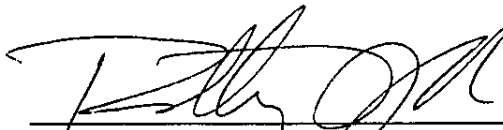
ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

OF

THE GAYLE & BRIAN FOUNDATION, INC.

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 617 of the Florida Statutes relative to keeping open said office.

Dated as of the 10<sup>th</sup> day of June, 2008.

  
\_\_\_\_\_  
Timothy J. Sloan  
Registered Agent

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TALLAHASSEE, FLORIDA