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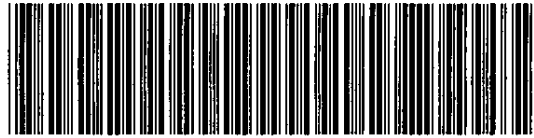
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2008 MAY -5 PM 4: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: Heritage Private School Systems, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of Reinstatement/Reincorporation and a check for :

FEES:

Filing Fee	\$35.00
Registered Agent	\$35.00
Annual Reports for 1993 through present year	\$61.25 per calendar year.

OPTIONAL:

Certified Copy \$8.75 (plus \$1 per page over 8, not to exceed a maximum of \$52.50)
Certificate of Status \$8.75

FROM: John R. Borland, Esq.
Name (Printed or typed)

1927 Summit Dr.
Address

Clearwater, FL 33763
City, State & Zip

727-459-1939
Daytime Telephone number



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 7, 2008

JOHN R. BORLAND, ESQ.
1927 SUMMIT DR
CLEARWATER, FL 33763

SUBJECT: HERITAGE PRIVATE SCHOOL SYSTEMS, INC.
Ref. Number: W08000022533

We have received your document for HERITAGE PRIVATE SCHOOL SYSTEMS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The certificate of reincorporation must be prepared in compliance with section 617.0901, Florida Statutes. We are enclosing the proper guidelines with instructions for your convenience.

The fees to reinstate the corporation are as follows: \$35.00 filing fee, \$35.00 registered agent designation, \$52.50 certified copy fee (optional), and \$61.25 annual report/uniform business report fee per year for the years 1993 through the current year. The total fee to file the reinstatement/reincorporation or reinstatement/registration is \$997.50, therefore; there is a balance due of \$918.75.

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 508A00028829

APPLICATION FOR REINSTATEMENT AND REINCORPORATION OF LEGISLATIVELY OR JUDICIALLY CHARTERED NOT FOR PROFIT CORPORATION

IN COMPLIANCE WITH s. 617.1623(1)(d), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REINSTATE AND REINCORPORATE A NOT FOR PROFIT LEGISLATIVELY OR JUDICIALLY CHARTERED CORPORATION WHICH WAS DISSOLVED ON JULY 2, 1992, PURSUANT TO s. 617.1623(1)(c):

1. Heritage Private School Systems, Inc.

Name of corporation exactly as it appears in legislative or judicial charter.

2. 6700 Bougainvillia Avenue South, Saint Petersburg, Fla. 33707

Street address of the principal office of the corporation.
(This address will be used for the mailing of corporation annual reports)

3. March 22, 1984

Date of legislative or judicial incorporation

☐

FEI Number applied for

4. FEI Number 5 9 - 3 3 0 0 4 8 8


☐

FEI Number not required

5. Name, address and title of current officers and/or directors:
(use additional page if necessary)

Title	Name	Street Address	City/State/Zip
President	John R. Borland	1927 Summit Dr.	Clearwater, FL 33763
Vice President	Ken Bueller	5580 14 Avenue North	St. Petersburg, FL 33710
Secretary	Candy deMesquita	6700 Bougainvillia Ave. South	Saint Petersburg, FL 33707
Treasurer	Cheryl Warren	11141 105th Ave. North	Largo, FL 33778
Registrar	Vicky Bueller	5580 14 Avenue North	St. Petersburg, FL 33710

6. Attached is a copy of the judicial charter and all amendments thereto certified by the Circuit Court of the county wherein recorded or a copy of the chartering law certified by the Department of State, Division of Elections as to legislative charters and completed Certificate of Reincorporation.


Authorized Signature

John R. Borland, Esq. President

Name and capacity of person signing application
(see S. 617.10201(6))

2008 MAY -5 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CERTIFICATE OF REINCORPORATION

Pursuant to s. 617.0901, Florida Statutes, this certificate of reincorporation was duly authorized by a meeting of its members regularly called or by a meeting of its board of directors if there were no members entitled to vote on the reincorporation:

ARTICLE I NAME

The name of the corporation shall be:

Heritage Private School Systems, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be:

Principal Place of Business Pinellas County 6700 Bougainvillia Avenue South, Saint Petersburg, Fla. 33707
Heritage Private School Systems, Inc.
P.O. Box 565 Pinellas Park, FL 33780

ARTICLE III PURPOSE

The specific purpose for which the corporation is organized:

Private School education of children in grades Kindergarten - 12th grade.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

General vote of the members of the school, consisting of parents of children in the school.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The **name and Florida street address** of the registered agent is:

John R. Borland, Esq.
1927 Summit Dr.
Clearwater, FL 33763

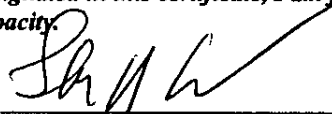
ARTICLE VI INCORPORATOR

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

John R. Borland, Esq.
1927 Summit Dr.
Clearwater, FL 33763

FILED
2000 MAY -5 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

9/11/08

Date



Signature/Incorporator

9/11/08

Date

01 Cash 11 Chg
 40 Rec 33.00
 41 OS _____
 43 Int _____
 Tol 33.00

84063428

0.1 5728 REC 425

IN THE CIRCUIT COURT OF THE 6th JUDICIAL CIRCUIT
 OF FLORIDA, IN AND FOR PINELLAS COUNTY, FLORIDA.

In Re: The Matter of)

Heritage Private School)
 Systems Inc.)

15 19837195 76 1. 25H084
 40 33.00
 TOTAL 33.00 CMC

ORDER OF INCORPORATION

The foregoing proposed Charter of the
 Heritage Private School Systems Inc., a corporation not for
 profit, having been presented to the undersigned Circuit
 Judge pursuant to Chapter 623.02, and having been found to
 be in proper form and for the objective and purpose autho-
 rized by Chapter 623 of Florida Statutes, and good cause
 having been shown, it is hereupon

ORDERED, ADJUDGED AND DECREED that the said Charter
 be, and the same hereby is approved, and the same shall be
 recorded in the office of the Clerk of the Circuit Court
 and upon recording and from thence forth the subscribers
 and their associates and successors shall be a non-profit,
 eleemosynary corporation by the name of Heritage Private
 School Systems Inc.

DONE AND ORDERED at St. Petersburg, Florida this 22nd
 day of March, A.D. 1984.

[Signature]
 Circuit Judge

RECEIVED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

2008 MAY -5 PM 4:15

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RETURN FOR

[Signature]
 Jack Dundas

REC 29 6 53 PM '84
 CLERK CIRCUIT COURT

ARTICLES OF INCORPORATION

OF

HERITAGE PRIVATE SCHOOL SYSTEMS, INC.

The undersigned, acting as incorporators for a corporation not for profit under the provisions of Chapter 623 of Florida Statutes, adopt the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of the corporation is HERITAGE PRIVATE SCHOOL SYSTEMS, INC.

ARTICLE II. AREA

Section 1. The corporation shall have authority to operate in the entire county in which it is incorporated and the initial principal office shall be

Section 2. The principal office may be changed by resolution of the Board of Directors or as specified in the By-Laws.

ARTICLE III. PURPOSE

Section 1. The purpose is to operate a non-profit corporation engaged in all lawful, exclusively independent, private educational purposes which include but are not limited to the following:

A. The establishing of an independent, private educational system including but not limited to pre-school, elementary, secondary, vocational schools, to be operated in the entire county through separate schools which include extension branches, home study branches, correspondence branches and tutorial branches in such locations in the county as may be deemed necessary and advisable and under such rules and regulations as specified in the By-Laws or by Resolution of the Board of Directors.

B. The private school system shall be administered, supervised, operated, financed and controlled exclusively by private persons and private entities and their funds.

C. The private school system is authorized to establish, administer, supervise and operate its own academic standards and licensing requirements as it may deem necessary and advisable and under such rules and regulations as specified in the By-Laws or by Resolution of the Board of Directors. *

Section 2. All persons while acting in any public official capacity are hereby specifically prohibited from engaging in any manner in such administration, supervision, operation, financing and control of the affairs of such corporation.

Section 3. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

Section 4. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation and the corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5. No part of the net earnings of this corporation shall ever inure to or for the benefit of or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it is formed.

Section 6. Notwithstanding any other provisions of these Articles, the approved corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 and any amendments thereof and Florida Statute 617.

ARTICLE IV POWERS

Section 1. The corporation shall exercise all powers permitted corporations under Chapter 623 and Chapter 617 of Florida Statutes and the laws of the United States for all non-profit eleemosynary corporations including but not limited to the following:

A. To purchase, own, lease, hold, sell, convey, assign, transfer, mortgage, pledge or otherwise dispose of real and personal property, tangible and intangible.

B. To borrow money and contract debts whenever necessary for the transaction of its business or for the exercise of its corporate powers, rights and privileges, or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at a specified time, or payable upon the happening of a specified event, whether secured by mortgages, pledge or otherwise, or unsecured for money borrowed or in payment of property purchased or acquired, or for any other lawful object.

C. To accept gifts from members and nonmembers and other legitimate sources.

D. To do all things necessary and proper for the accomplishment of the objectives and purposes of the corporation as enumerated in this Charter, its By-Laws, or any amendment hereof, or necessary or incidental to the attainment of the objectives and purposes of the corporation.

E. To sue and be sued.

ARTICLE V MEMBERSHIP

The membership shall be composed of persons who have been appointed by the Board of Directors or approved for membership as provided by the By-Laws of the corporation.

ARTICLE VI DURATION

The term of the corporation shall be perpetual.

ARTICLE VII CHARTER MEMBERS

The following names and addresses of the 25 or more adult residents of this county are the intended incorporators and Charter Members:

NAME	ADDRESS
1. David Wagner	6442 Bougainville, St. Pete, Fl
2. Kathy Wagner	" " " " "
3. Keith A. Smoyer	255 39 St W, " "
4. Diane R. Smoyer	" " " " "
5. Ray C. Bender	5571 57 Av E, " "
6. Pamela J. Bender	" " " " "
7. Jack M. Dundas	1120 55 St N, " "
8. Kay B. Dundas	" " " " "
9. Joe Ellatt	4137 13 Av S, Gulfport, Fl
10. Debra Spornak	821 Beach Dr NE, #3, St. Pete, Fl
11. Kevin P. Elowers	4020 7 Av N " "
12. Rosanne Elowers	" " " "
13. Cindy Hooley	5926 Burlington Av E, St. Pete, Fl
14. Ida A. Rice	5301 12 Av N, " "
15. Harry L. Kestler	3706 1 Av W, #3, " "
16. Dale K. Hollis	6262 Emerson Av S, 325, " "
17. Richard A. Bridger	6374 Hamston Dr, " "
18. Marilyn Bridger	" " " " "
19. Loren J. Jannina	6161 82 Av N, Pinellas Park, Fl
20. William Jannina	" " " " "
21. David McLean	2750 1/2 2 Av N, St. Pete, Fl
22. Rosalind McLean	" " " " "
23. William Johnson	3508 62 St N, " "
24. Phil Enloe	571 4 St S, " "
25. Sue Enloe	" " " " "
26. Ronald Schultz	1100 Formano, SE " "
27. Teresa Schultz	" " " " "
28. Bruce Love	115 22 St N, " "
29. Allen Stalvey	5252 99 Way N " "
31. Roberta Stalvey	" " " " "

ARTICLE VIII BOARD OF DIRECTORS

Section 1. The control of the corporation shall be vested in a Board of Directors consisting of not fewer than five and the names and addresses of the initial Board are:

1. Jack Dunbar 1120 55 St N, St. Petersburg, Fl
2. Keith Smoyer 255 39 St N, St. Petersburg, Fl
3. Allen Stalvor 5252 99 Way N, St. Petersburg, Fl
4. Richard Friedman 6374 Hampton Dr, St. Petersburg, Fl
5. Lisa A. Rice 5301 12 Av N, St. Petersburg, Fl

Section 2. The number of Directors shall be specified by the By-Laws and may be changed from time to time by the Board of Directors providing there are not fewer than five members.

Section 3. The term of service of the Directors shall be established by the By-Laws.

Section 4. The Directors shall be elected by a majority vote of the membership present ~~at a meeting of the membership, whether annual, special or otherwise, as specified in the By-Laws.~~

Section 5. The Board of Directors, from and by its membership and by majority vote thereof, shall elect, for a term of office as established by the By-Laws, the following officers whose duties shall include the following:

A. President - who shall be the chief executive officer of the corporation, who shall preside at all meetings of the members and of the Board of Directors, and who shall perform such other duties as may be prescribed by the By-Laws or directed by the Board of Directors.

B. Vice-President - who in the absence or inability of the President to perform his duties shall act as President for the duration of such absence or inability and who shall perform such other duties as may be prescribed by the By-Laws or directed by the Board of Directors.

C. Secretary - who shall keep the minutes of all meetings of the corporation and other records of the corporation and who shall perform such additional duties as may be prescribed by the By-Laws or directed by the Board of Directors.

D. Treasurer - who shall receive and keep all corporate funds and securities; keep all accounts and records of the corporation; examine, audit, adjust and settle all accounts of the corporation; and perform such other duties as may be prescribed by the By-Laws or directed by the Board of Directors.

E. Such other officers as may be prescribed by the By-Laws or directed by the Board of Directors.

Section 6. Only the treasurer, when authorized by the Board of Directors, shall receive any monetary reward for services rendered, except that all officers may receive actual and reasonable expenses while performing services for the corporation.

ARTICLE IX TAX EXEMPTION

The property of the corporation shall be exempt from taxation as provided by law.

ARTICLE X DISSOLUTION

Section 1. The corporation may be dissolved upon its petition to the Circuit Judge who shall order notice thereof to be published for such period of time as he may deem expedient and upon proof of such publication he may decree dissolution and make all necessary orders and decrees for the settlement of the affairs of the corporation, taking care that the claims of creditors be satisfied to the extent of the assets of the corporation.

Section 2. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. 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 XI CHARTER AMENDMENT

Section 1. When the members of the corporation at a regular or special meeting held in accordance with its By-Laws shall approve a resolution by a majority vote providing for an amendment to the Charter, a copy of such resolution certified by the President and Secretary shall be presented to the Judge of the Circuit Court of the county and if he finds the amendment to be proper in form and substance he shall endorse his approval thereon and it shall be recorded by the Clerk of the Circuit Court and the amendment shall be effective from the date of record.

Section 2. Articles III and X may only be amended in a manner that will not affect the approved corporation's right to an exemption from tax.

ARTICLE XII CONSOLIDATION

Section 1. This corporation and one or more corporations existing under the provisions of Chapter 623 of Florida Statutes, and operating within the same county, may agree in writing to consolidate into a new corporation or merge into any one of the constituent corporations.

Section 2. The Board of Directors of such corporation or a majority of the members of such corporation at a meeting however duly called or held, as desire to consolidate or merge may enter into an agreement signed by a majority of the members of the several Boards of Directors or, as the case may be; by a majority of such corporation members at such meeting prescribing the terms and conditions of consolidation or merger, the mode of carrying the same into

effect, and stating such other facts as are necessary to be set out in the Charter with such other details and provisions as are necessary or desirable.

Section 3. The agreement shall be submitted to a meeting of the members of record of each corporation. Notice of the time, place and purpose of the meeting shall be given to every member of such corporations. Upon adoption of the agreement by the majority of the corporate members of each corporation the Secretary of each corporation shall certify the fact of that approval on said agreement.

Section 4. The agreement so adopted and certified shall for each corporation be signed and acknowledged by the President or Vice President. The agreement so certified and acknowledged by each corporation shall be filed with the Clerk of the Circuit Court in this County and when approved by a Circuit Judge of this County the consolidation or merger shall be effective.

ARTICLE XIII BY-LAWS

Section 1. The Board of Directors shall by a majority vote make the By-Laws of the corporation.

Section 2. The By-Laws may be from time to time amended, altered or rescinded by a majority vote of the Board of Directors at any regular or special meeting.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed our names this 9th day of October, A.D., 1983.

- | | |
|-----------------------|-------------------------|
| 1. David Wagner | 16. Lois S. Wells |
| 2. Keith A. Dwyer | 17. Richard A. Bridgman |
| 3. Lione R. Amos | 18. Marilyn S. Bridgman |
| 4. Debra Spurnak | 19. Larana Jennings |
| 5. Kevin P. Blowers | 20. Dr. H. J. Jones |
| 6. Kathy Wagner | 21. David H. Jones |
| 7. Cindy Hoolay | 22. Patricia H. Jones |
| 8. Ronald L. Hoot | 23. William H. Jones |
| 9. Teresa C. Schultz | 24. Sy Engelmeier |
| 10. Susan K. Norman | 25. Joe Elliott |
| 11. Rosanne Blowers | Philip L. Engelman |
| 12. Lisa Reed | Ray B. Anderson |
| 13. Mary A. Keating | Patricia Keating |
| 14. Ray G. Bender Jr. | Bruce E. Dwyer |
| 15. Dale H. Wells | John M. Cumlin |
| | William H. Hoot |
| | William H. Hoot |
| | Robert A. Stalvey |

STATE OF FLORIDA)
COUNTY OF PINELLAS)

ACKNOWLEDGMENT

I HEREBY CERTIFY: That on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements of deeds, personally appeared Jack Dundas to me known to be one of the subscribing incorporators described in the foregoing Articles of Incorporation and he acknowledged before me that he executed the same; and after being duly sworn on oath, deposes and says:

That it is intended in good faith to carry out the purposes and objectives set forth in said Articles of Incorporation and as provided in Chapter 623 of Florida Statutes.

Jack M. Dundas
Subscribing Incorporator

Sworn to and subscribed before me this 26 day
of Jan. , A.D. 1984

Karen E. Johnson
Notary Public

My commission expires:
NOTARY PUBLIC, State of Florida
My Commission Expires Mar. 29, 1987



BY-LAWS

ARTICLE I OFFICES

Section 1. Principal Office. The principal office of the corporation shall be located in the State of Florida, in the county of its creation and its location may, from time to time, be changed by the Board of Directors.

Section 2. The corporation may have such other offices as the Board of Directors may designate by Resolution as the business of the corporation may require from time to time.

Section 3. Registered Office. The registered office of the corporation may be, but need not be, identified with the principal office and the registered office may be changed from time to time by the Board of Directors.

ARTICLE II MEMBERSHIP

Section 1. There shall be the following classifications of members each of whom shall submit an application for membership and be approved by a majority of the Board of Directors:

A. A Charter Member shall be an adult person residing in the county of creation of the corporation who shall have been a subscriber of the corporation and shall have the right to vote only at the organizational meeting of the membership and not thereafter unless he becomes an Active Member or Special Member.

B. An Active Member shall be a person with at least one child enrolled in at least one branch of the school system and shall have the right to vote, hold office and be entitled to all the rights of the corporation.

(1) In keeping with the intent of the legislation and with the ideal of maintaining a goal of excellence, all persons while acting in any public official capacity are hereby specifically prohibited from engaging in any manner in the administration, supervision, operation, financing and control of the corporation, however this shall not preclude such persons from membership in the corporation or from participation in programs.

C. An Associate Member shall be a person with the desire to assist in the fostering and excellence in the independent private school system and shall be entitled to serve as a committee member to support the school, but shall hold no office and shall not have the right to vote.

BY-LAWS

ARTICLE I OFFICES

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Section 2. The corporation may have such other offices as the Board of Directors may designate by Resolution as the business of the corporation may require from time to time.

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ARTICLE II MEMBERSHIP

Section 1. There shall be the following classifications of members each of whom shall submit an application for membership and be approved by a majority of the Board of Directors:

A. A Charter Member shall be an adult person residing in the county of creation of the corporation who shall have been a subscriber of the corporation and shall have the right to vote only at the organizational meeting of the membership and not thereafter unless he becomes an Active Member or Special Member.

B. An Active Member shall be a person with at least one child enrolled in at least one branch of the school system and shall have the right to vote, hold office and be entitled to all the rights of the corporation.

(1) In keeping with the intent of the legislation and with the ideal of maintaining a goal of excellence, all persons while acting in any public official capacity are hereby specifically prohibited from engaging in any manner in the administration, supervision, operation, financing and control of the corporation, however this shall not preclude such persons from membership in the corporation or from participation in programs.

C. An Associate Member shall be a person with the desire to assist in the fostering and excellence in the independent private school system and shall be entitled to serve as a committee member to support the school, but shall hold no office and shall not have the right to vote.

D. A Special Member shall be a person appointed by the Board of Directors by Resolution for such term as they decide, with the right to vote, hold office and be entitled to all the rights of the corporation as designated in the appointment.

ARTICLE III MEETINGS

Section 1. Annual Meeting. The annual meeting of the membership shall be held on the first Friday of May each year at 7:30 P.M. at the principal office of the corporation, without other notice than this By-Law, or at such other time on such other day within such months as shall be fixed by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the membership. If the day fixed for the annual meeting is a legal holiday or weekend, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as is convenient and the officers and directors shall remain in office until succeeded by directors elected at the special meeting.

Section 2. Special Meetings. Special meetings of the membership for any purpose or purposes may be called by the President, by two members of the Board of Directors or by the President at the request of 25% of the voting membership entitled to vote at the meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Florida, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either within or without the State of Florida, as the place for the holding of such meeting.

If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Florida.

Section 4. Notice of Meeting. Written notice stating the place, day and hour of the special meeting shall be made five days prior to the special meeting, either personally or by first class mail to each Active Member of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, to the address of record with postage thereon prepaid. Publication of such notice in any official corporate written format for general circulation to the membership shall be deemed to be delivered to all members if such publication is distributed not less than five days prior to the meeting date.

Section 5. Voting Record. The Secretary of the corporation shall make, at least five days before the annual meeting or any special meeting, a complete list of Active Members entitled to vote at such meeting in alphabetical order along with their address. Such list shall be kept at the principal office of the corporation and shall be open to inspection by any active member at any time during usual business hours.

Section 6. Quorum. A majority of those Active Members present shall constitute a quorum to conduct all business that comes before the membership.

Section 7. Proxies. There shall be no proxies at any meeting of the membership.

Section 8. Informal Action by Shareholders. Any action required or permitted to be taken at a meeting of the Active Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the Active Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Active Members entitled to vote thereon were present and voted.

ARTICLE IV DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number and Tenure. The number of directors shall be at least five. Each director shall take office July 1st and hold office until June 30th of the following year or until his successor shall have been elected and qualified. Directors need not be active members or residents of the State of Florida.

A. In keeping with the intent of the legislation and with the ideal of maintaining a goal of excellence, all persons while acting in any public official capacity are hereby specifically prohibited from engaging in any manner in the administration, supervision, operation, financing and control of the corporation, however this shall not preclude such persons from membership in the corporation or from participation in programs.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, and at the same place as, the annual meeting of shareholders or as soon thereafter as is convenient. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Florida, for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, or the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Florida, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting shall be given at least two days previously thereto by written notice delivered personally or mailed to each Director at his home address or by telegram or cablegram; or by verbal notice delivered personally by telephone; or by written notice published in any official corporate written format for general circulation to the membership and directors. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by telegram or cablegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the number of Directors fixed by Section 2 of this Article IV shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such a majority is present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Action without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall

be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of Directors by the Active Members. *

Section 10. Compensation. By resolution of the Board of Directors, each Director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors. Only the treasurer, when authorized by the Board of Directors, shall receive any monetary reward for services rendered, except that all officers may receive actual and reasonable expenses while performing services for the corporation, and may be exempted from payment of membership fees due the corporation. No such payment or exemption shall preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Section 11. Presumption of Assent. A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

ARTICLE V OFFICERS

Section 1. Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the membership. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 2. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. The President. The President shall be the principal executive officer of the corporation and, subject

to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the membership and of the Board of Directors. He may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. The Vice President. In the absence of the President or in the event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 6. The Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the shareholders and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the postoffice address of each Active Member which shall be furnished to the Secretary by such shareholder; (e) sign with the President, or a Vice President, whatever legal documents, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the membership books of the corporation; and (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust, companies or other depositories as shall be selected in accordance with the provisions of Article VI. of these By-Laws; and (c) in general perform all of the duties

as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE VI CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositaries as the Board of Directors may select.

ARTICLE VII FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year. A financial statement shall be provided to the membership at least once each year.

ARTICLE VIII CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

ARTICLE IX WAIVER OF NOTICE

Whenever any notice is required to be given to any shareholder or Director of the corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the Florida Corporation Law, a waiver

thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute a waiver of notice of such meeting, except where a director or member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE X AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors or by the Active Members at any regular or special meeting by a majority vote of those present at such meeting.

ARTICLE XI COMMITTEES

Section 1. The President with the advice and consent of the Board of Directors may establish advisory committees to aid in the efficient management of the affairs of the corporation.

ARTICLE XII TAX EXEMPT STATUS

Notwithstanding any other provisions of these By-Laws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 and any amendments thereof and Florida Statutes 617 and 623.

A. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

B. No part of the net earnings of the corporation shall ever inure to or for the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

Originally Adopted	June 18, 1984 (Board of Directors)
Amended	Jan. 16, 1988 (Board of Directors)
Ratified	Mar. 4, 1988 (Annual Meeting)
Amended	Oct. 29, 1988 (Board of Directors)
Amended & Re-stated	June 26, 1990 (Board of Directors)