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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Save Duval Schools, Inc.

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ARTICLES OF INCORPORATION
OF
SAVE DUVAL SCHOOLS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

ARTICLE I
NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT

(a) The name of this corporation (the "Corporation") shall be: SAVE DUVAL SCHOOLS, INC.

(b) The Corporation shall have perpetual existence unless dissolved sooner according to law.

(c) The principal office and mailing address of the Corporation will be located at 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207 or at such other address as may be determined by the Board of Directors.

(d) The resident agent of the Corporation is Charles R. Curley, Jr. whose address is Rogers Towers, P.A., 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

ARTICLE II
PURPOSES

(a) This Corporation is organized and shall be operated exclusively for educational, charitable and social welfare purposes, including, without limitation, the education of the general public and the communication, organization and coordination of activities in support of a quality education for the children of Duval County and the State of Florida. Among other things, consistent with the foregoing, the Corporation will: (i) inform the public about activities and issues of importance to the Duval County Public Schools and the community; (ii) inform the community about initiatives and programs of the Duval County Public Schools and facilitate engagement of the community with the public schools and school children; (iii) inform the public regarding funding issues affecting delivery of quality public education and the impact on the future of our children and the wellbeing of the community; (iv) facilitate the organized involvement of the public, community groups, businesses and community leaders in advocacy and support of the public schools, education initiatives and quality education; (v) coordinate and cooperate with other statewide organizations having similar goals and purposes so as to effect statewide initiatives for quality education, including, without limitation, adequate funding by the State of Florida and education reform and initiatives consistent with the paramount constitutional obligation of the State of Florida to provide a quality education for all children of the State of Florida; and (vi) raise funds and take such actions as necessary and appropriate to achieve the foregoing purposes and objectives.

(b) Notwithstanding any other provision of these Articles of Incorporation:

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(i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of its purposes); and no director, trustee, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

(ii) 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)(4) of the Internal Revenue Code of 1986, as amended (the "Code"), and its Regulations as they now exist or as they may hereafter be amended or replaced.

(iii) Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) or Section 501(c)(4) of the Code, or shall be distributed to Duval County Public Schools for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

(iv) The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE III MEMBERSHIP

The Corporation shall have no members.

ARTICLE IV DIRECTORS

(a) The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation. The terms of office and qualifications for members of the Board of Directors of the Corporation and the method in which members of the Board of Directors of the Corporation shall be elected shall be as provided in these Articles of Incorporation and the Bylaws of the Corporation; provided, however, that the number of members of the Board of Directors shall at no time be no less than three (3).

(b) The directors shall serve without compensation.

(c) The members of the initial Board of Directors shall be: (i) William C. Gentry; (ii) Deborah Gianoulis Heald; and (iii) Cheryl Grymes. The members of the initial Board of Directors of the Corporation shall serve until removed and they or their successors are elected in accordance the Bylaws of the Corporation.

ARTICLE V
AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the Board of Directors from time to time in accordance with the provisions of the Bylaws. The Articles of Amendment may be signed by an officer of the Corporation.

ARTICLE VI
BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws in accordance with the provisions of the Bylaws.

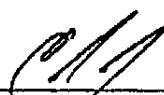
ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify the officers, directors, employees and agents of the Corporation to the full extent permitted by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. This indemnification provision shall not be deemed to be exclusive of any other rights to which such officers, directors, employees, and agents may be entitled under the Bylaws, any agreement with the Corporation, any insurance maintained by the Corporation, or otherwise.

ARTICLE VIII
INCORPORATION

The name and address of the sole incorporator of the Corporation are Charles R. Curley, Jr., 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

Signed by the sole incorporator of the Corporation this 13th day of October, 2009.



Charles R. Curley, Jr.
1301 Riverplace Boulevard, Suite 1500
Jacksonville, Florida 32207

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

SAVE DUVAL SCHOOLS, INC.
2. The name and address of the registered agent and office are:

**CHARLES R. CURLEY, JR.
ROGERS TOWERS, P.A.
1301 RIVERPLACE BOULEVARD, SUITE 1500
JACKSONVILLE, FLORIDA 32207**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE 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.

Date: October 13, 2009



Charles R. Curley, Jr.

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TALLAHASSEE, FLORIDA

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