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FLORIDA PROFIT/NON PROFIT CORPORATION
McDuff QALICB, Inc.



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**ARTICLES OF INCORPORATION
OF
MCDUFF QALICB, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, pursuant to Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

Section 1.1 **Name.** The name of the corporation is McDuff QALICB, Inc.

Section 1.2 **Principal Office and Mailing Address of the Corporation.** The mailing address and principal office of the corporation are 1440 N. McDuff Avenue, Jacksonville, Florida 32254.

**ARTICLE II
PURPOSES**

Section 2.1 **Purposes.** The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax code (hereinafter the "Internal Revenue Code") and for the benefit of, to perform the functions of, or to carry out the purposes of KIPP Jacksonville, Inc. so long as KIPP Jacksonville, Inc. is described in section 509(a)(1) of the Internal Revenue Code. The Corporation shall have all of the powers reasonably necessary to meet these purposes.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.1 **Corporate Affairs.** 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.

Section 3.2 **Election.** Directors shall be elected in the manner set forth in the Bylaws of the corporation.

Section 3.3 **Number.** This corporation shall have three (3) Directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the corporation; however, the corporation shall at all times have at least three (3) Directors.

Section 3.4 **Names and Addresses of Initial Directors.** The names and addresses of the persons who are to serve as the initial Directors of the corporation until the election or appointment of successors are as follows:

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<u>Name</u>	<u>Address</u>
Ryan Arthur Schwartz	912 Saratoga Drive Jacksonville, FL 32207
Matthew Ryan Kane	6817 Southpoint Parkway, Ste 1502 Jacksonville, FL 32216
John D. Milton, Jr.	501 Riverside Ave., Ste 500 Jacksonville, FL 32202

**ARTICLE IV
LIMITATIONS**

Section 4.1 **Limitations on Actions.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Section 2.1 of these Articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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 these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE V
MEMBERS**

Section 5.1 **Number.** The corporation will have one (1) member. The qualification for additional members and the manner of their admission will be as provided in the bylaws and meet the requirements of Section 509(a)(3) of the Internal Revenue Code.

Section 5.2 **Rights.** The rights exercisable by members will be as provided in the bylaws and meet the requirements of Section 509(a)(3) of the Internal Revenue Code.

Section 5.3 **Name and Address.** The name of the member is KIPP Jacksonville, Inc., a Florida not-for-profit corporation, and the address of the member is 501 Riverside Avenue, Suite 500, Jacksonville, Florida 32202.

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**ARTICLE VI
DISSOLUTION**

Section 6.1 **Dissolution**. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government or to a local or state government exclusively 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.

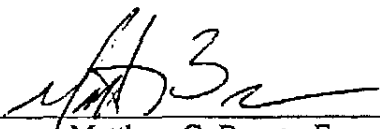
**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

Section 7.1 **Name and Address**. The street address of the initial registered office of this corporation is: One Independent Drive, Suite 1300, Jacksonville, Florida 32202-5017, and the name of the initial registered agent of this corporation at that address is: F&L Corp.

**ARTICLE VIII
INCORPORATOR**

Section 8.1 **Name and Address**. The name and street address of the incorporator of the corporation are as follows: Matthew G. Breuer, Esq., One Independent Drive, Suite 1300, Jacksonville, Florida 32202-5017.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand to these Articles of Incorporation for the purposes therein set forth, as of the 8th day of July, 2010.


Name: Matthew G. Breuer, Esq.
Its: Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

F&L CORP.

Charles V. Hedrick

By: Charles V. Hedrick, Esq.
Authorized Signatory

One Independent Drive, Suite 1300,
Jacksonville, Florida 32202-0517
July 8, 2010

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TALLAHASSEE, FLORIDA

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