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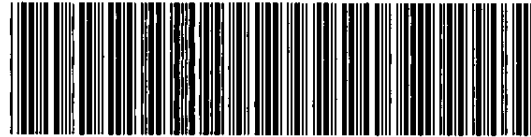
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 JAN - 7 AM 7:33

APPROVAL  
AND  
FILED

11/11

# RS The Randazzo School

2251 N.W. 36th Avenue, Coconut Creek, Florida 33066 954-968-1905

January 1, 2011

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

RE: Articles of Incorporation of the Randazzo School Children Foundation, Inc.

Dear Sir/Madam:

Attached you will find the articles of incorporation of the Randazzo School Children Foundations, Inc. together with a check for \$87.50 to cover the following fees:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy	\$ 8.75
Certificate of Status	\$ 8.75

Please feel free to contact me at The Randazzo School (954-968-1905) should you have any questions or issues. Should I not be in when you call, you are authorized to speak with Gavriel Simon - the registered agent (same phone number).

I appreciate your assistance in this matter.

Sincerely,



Bonnie Geisen  
Incorporator

**ARTICLES OF INCORPORATION  
OF THE  
RANDAZZO SCHOOL CHILDREN FOUNDATION, INC.**

APPROVED  
AND  
FILED

11 JAN -7 AM 7:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a charitable corporation under Chapter 617, Florida Statutes, as amended, the Florida Not for Profit Corporation Act, as amended and under and by virtue of the Florida Business Corporation Act (the "Act"), does hereby adopt the following Articles of Incorporation and certify:

FIRST: The name of the Corporation shall be the Randazzo School Children Foundation, Inc. (hereinafter the "Corporation").

SECOND: The mailing address and principal office of the Corporation is 2300 N.W. 39th Avenue, Coconut Creek, FL 33066.

THIRD: The initial registered office of the Corporation is 2300 N.W. 39<sup>th</sup> Avenue, Coconut Creek, FL 33066, and its incorporator and initial registered agent at that address is Gavriel A. Simon.

FOURTH: The purpose of which the corporation is organized shall be:

- (i) To promote the positive welfare of children attending The Randazzo School in Coconut Creek, Florida.
- (ii) To raise educational and social standards and inspire a strong cooperation among parents, teachers, staff, and children associated with The Randazzo School.
- (iii) To develop among educators, parents and staff such united efforts as will secure for all children and youth the highest advantages in physical, mental and social education.

- (iv) To offer scholarships to students who need financial assistance to continue their academic studies.
- (v) To provide training and consultation to parents, students and teachers both at the Randazzo School and in the community.
- (vi) To provide additional educational, social resources and opportunities for children that attend The Randazzo School.
- (vii) To facilitate the development of model demonstration educational social service programs at The Randazzo School and in the community.
- (viii) To promote and develop educational research and the training of teachers.

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt 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).

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's Trustees or Directors, officers or private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions in furtherance of the purposes set forth in Article FOURTH hereof. No Trustee, Director or officer, however, shall be entitled to compensation for services rendered. All distributions by the Corporation must be in accordance with the Corporation's exempt purpose. All funds distributed in accordance with the Corporation's exempt purpose in accordance with Article FOURTH above shall be for whatever programs, capital improvements and needs are in accordance with Article FOURTH above, as determined by the Board of Trustees of the Corporation.

SIXTH: It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code

as an organization described in Section 501(c) (3) of the Code, and that is other than a private foundation by reason of being described in Section 509(a) (1) of the Code. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c) (3) of the Code. Further, the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SEVENTH: The Trustees shall be such persons who from time to time meet the qualifications provided in this Article SEVENTH. There shall initially be seven (7) Trustees. Each Trustee shall be entitled to one (1) vote upon any matter properly submitted to the Trustees for their vote. The initial Trustees and their respective addresses are:

Bonnie Geisen (parent) 5001 NW 85th Road, Coral Springs, FL 33067  
Deborah Kletsel (parent) 12181 NW 51 Ct., Coral Springs, FL 33076  
Debra Dore-Thomas (parent) 2126 NW 45 Ave., Coconut Creek, FL 33066  
Diane Desposito (Lower Sch Admin) 21469 Crozier Ave, Boca Raton, FL 33428  
James Nolen (Upper Sch Admin) 1130 11<sup>th</sup> St, Apt 5E, Miami Beach, FL 33139  
Beverly Moseman (Upper Sch Faculty) 3505 Oaks Way, Pompano, FL 33069  
Grace De Robertis (Lower Sch Faculty) 7630 NW 23<sup>rd</sup> St., Margate, FL 33063

All Trustees shall serve one (1) year terms and shall be elected from the membership of the Randazzo School Booster Club (PTA) at its annual meeting in October of each year. Trustees must be either current parents, faculty or administrators with The Randazzo School. Two (2) of the Trustees shall be selected from The Randazzo School administration (one from Upper School and one from Lower School), Two (2) of the Trustees shall be selected from The Randazzo School faculty (one from Upper School

and one from Lower School), and Three (3) of the Trustees shall be selected from the parents of students currently enrolled at The Randazzo School. A vacancy among any Trustee shall be filled by a majority vote of the then Board of Trustees of the Randazzo School Children's Foundation, Inc. Any Trustee may be removed with or without cause by a majority vote of the Trustees.

EIGHTH: The affirmative vote of two-thirds (2/3) of all of the Trustees shall be required to adopt or approve the following actions:

- (i) Liquidation or dissolution of the Corporation;
- (ii) Merger, consolidation or transfer of substantially all the assets of the Corporation; or
- (iii) Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or Bylaws of the Corporation or adoption of new Articles of Incorporation or Bylaws.

The notice of the meeting at which any such action is to be considered shall set forth the subject of the action or actions to be approved.

Upon the dissolution of the Corporation, the Board of Trustees 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 Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Broward County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

NINTH: Except as provided in Article EIGHTH the affirmative vote of a majority of the Trustees shall be required for the authorization or taking of any action by the Trustees.

TENTH: There will not be any members of the Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name at Coconut Creek, Florida this 23 day of November, 2010.

Witnesses:

[Signature]

Bonnie Geisen

BONNIE GEISEN, Incorporator  
5001 NW 85th Rd, Coral Springs, FL 33067

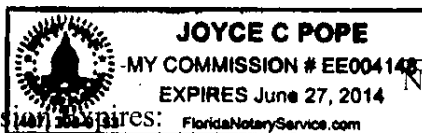
[Signature]

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF BROWARD )

BE IT KNOWN, that on the 23 day of November, 2010, before me a Notary Public in and for the State of Florida, duly commissioned and sworn, personally came and appeared BONNIE GEISEN, who is personally known to me to be same person described in and who executed the within Articles of Incorporation who has produced Florida as identification, and he/she acknowledged the within to be his act and deed.

11 JAN - 7 4:11 PM  
TALLAHASSEE  
SECRETARY OF STATE  
FILED

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year last above written.



My Commission

[Signature]  
Notary Public, State of Florida

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

[Signature]

Gavriel A. Simon, Registered Agent  
2300 NW 39th Avenue, Coconut Creek, FL 33066