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FLORIDA PROFIT/NON PROFIT CORPORATION
THE PUBLIC EDUCATION PARTNERSHIP OF WINTER HAVEN, IN

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**ARTICLES OF INCORPORATION
OF
THE PUBLIC EDUCATION PARTNERSHIP
OF WINTER HAVEN, INC.**

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**ARTICLE I
CORPORATE NAME**

The name of this corporation is **THE PUBLIC EDUCATION PARTNERSHIP OF WINTER HAVEN, INC.**

**ARTICLE II
CORPORATE NATURE**

This is a not-for-profit corporation organized pursuant to the provisions of Chapter 617, Florida Statutes (2011).

**ARTICLE III
DURATION**

The corporation shall exist perpetually.

**ARTICLE IV
PURPOSE**

The corporation is formed for charitable purposes for the establishment of an organization that promotes community involvement in the public schools within the greater City of Winter Haven, Florida.

(1) This corporation is authorized to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations set forth below, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as now exist or as may hereafter be amended or adopted (the "Code"). Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax 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.

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(2) No substantial part of the activities of the corporation shall include the carrying on of 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, at any time.

(3) The corporation shall distribute its income, if any, for each taxable year at such time and in such manner as not to become subject to tax on undistributed income under Section 4942 of the Code.

(4) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(5) The corporation shall not retain any excess business holdings as defined in Section 4949(c) of the Code.

(6) The corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Code.

(7) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

In furtherance of its purposes, the corporation shall have all of the corporate powers enumerated in Section 617.0302, Florida Statutes (2010), as such statute may be amended from time to time.

ARTICLE V
VOTING POWER

This corporation shall not have a membership distinct from the board of directors. The authorized number and qualification for the members of the corporation, the manner of their admission, the different classes of membership, if any, to property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

ARTICLE VI
MANAGEMENT OF CORPORATE AFFAIRS

The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors consisting of at least seven (7) and not more than nineteen (19) persons. The initial number of directors of the corporation shall be seven

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(7); provided, however, that such number may be increased at any time by resolution duly adopted by the Board. The method of election of the Directors shall be as provided in the bylaws of this corporation. The name and address of the initial director of the corporation is:

DOUGLAS A. LOCKWOOD, III

141 5th Street, N.W.
Winter Haven, FL 33881

Any action required or permitted to be taken by the Board of Directors under any provision or law may be taken without a meeting if all of the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall be effective when the last director signs such consent, unless the consent specifies a different effective date. Any such action by written consent shall have the same force and effect as if taken by a vote of directors at a meeting.

ARTICLE VII **WORKING AND ADVISORY BOARDS**

The Board of Directors shall appoint a Working Board of Directors and an Advisory Board of Directors which will consist of all sectors of the community and whose membership has a heart for quality education within the Winter Haven schools. These non-voting Boards will advise and engage in programs, initiatives, and other efforts at the direction of the Board of Directors to partner with the public schools located within the greater Winter Haven area in the corporation's efforts to substantively enhance the quality of public education.

ARTICLE VIII **DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation set forth in Article IV, in such manner, and 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 Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of at the direction of the Chief Judge of the Circuit Court in and for Polk County, Florida, exclusively for such purposes and to such organization or organizations.

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**ARTICLE IX
DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to promoting the purposes set forth in Article IV above, and no part of the net income or assets of this corporation shall inure to the benefit of any director or officer thereof, or to for the benefit of any private individual.

**ARTICLE X
REGISTERED AGENT AND OFFICE**

The address of the corporation's initial principal office is 141 5th Street, N.W., Winter Haven, Florida 33881 and its registered office address shall be 141 5th Street, N.W., Winter Haven, Florida 33881 and the name of its registered agent at said address shall be DOUGLAS A. LOCKWOOD, III.

**ARTICLE XI
AMENDMENT OF ARTICLES**

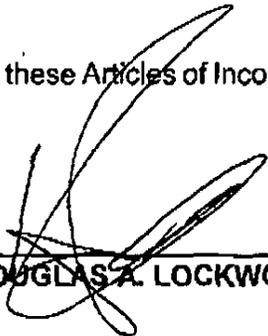
Amendments to these Articles of Incorporation may be made at any time in accordance with the Bylaws and by a resolution duly adopted by the Board of Directors.

**ARTICLE XII
INCORPORATOR**

The name and the street address of the incorporator of these Articles of Incorporation are:

**DOUGLAS A. LOCKWOOD, III
141 5th Street, N.W.
Winter Haven, Florida 33881**

The undersigned incorporator has executed these Articles of Incorporation this 14th day of July, 2011.



DOUGLAS A. LOCKWOOD, III

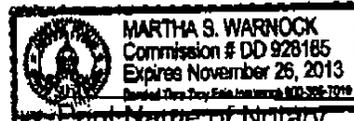
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STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 14th day of July, 2011,
by **DOUGLAS A. LOCKWOOD, III**, who is personally known to me or produced a Florida
driver's license as identification.

(SEAL)

Martha S. Warnock
NOTARY PUBLIC



Print Name of Notary
My Commission Expires:

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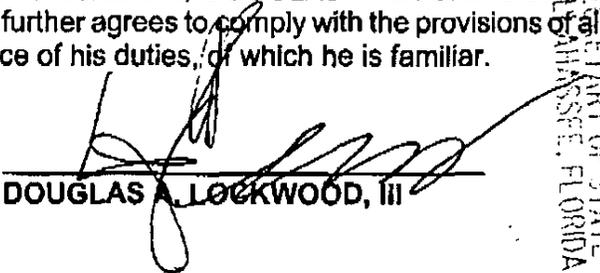
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**CERTIFICATE DESIGNATING REGISTERED
AGENT AND OFFICE**

Pursuant to the provisions of Sections 607.0501 and 617.0501, Florida Statutes (2010), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida:

That THE PUBLIC EDUCATION PARTNERSHIP OF WINTER HAVEN, INC., desiring to organize and qualify as a not-for-profit corporation under the laws of the State of Florida, with its initial registered office at 141 5th Street, N.W., Winter Haven, Florida 33881, has named DOUGLAS A. LOCKWOOD, III, located at 141 5th Street, N.W., Winter Haven, Florida 33881, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, DOUGLAS A. LOCKWOOD, III, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his duties, of which he is familiar.



DOUGLAS A. LOCKWOOD, III

NOTARY OF STATE
TAMMESAEE, FLORIDA

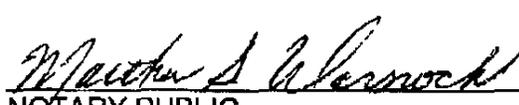
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STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 14th day of July, 2011, by DOUGLAS A. LOCKWOOD, III, who is personally known to me or produced a Florida driver's license as identification.

(SEAL)



NOTARY PUBLIC

My Commission Expires:

