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FLORIDA PROFIT/NON PROFIT CORPORATION
Florida Municipal Charter School Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
FLORIDA MUNICIPAL CHARTER SCHOOL FOUNDATION, INC.
(A Not-For-Profit Corporation)**

The undersigned, acting as Incorporator of the FLORIDA MUNICIPAL CHARTER SCHOOL FOUNDATION, INC., a corporation organized under chapter 617 of the Florida Statutes (the "Corporation"), hereby adopts the following as articles of incorporation ("Articles of Incorporation") for said Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be FLORIDA MUNICIPAL CHARTER SCHOOL FOUNDATION, INC. The initial principal office shall be 121 Claremont Lane, Palm Beach Shores, Florida 33404, and the mailing address shall be 121 Claremont Lane, Palm Beach Shores, Florida 33404.

ARTICLE II

PURPOSE

The Corporation is organized and shall be operated exclusively to benefit religious, scientific, literary, educational or other charitable organizations and to further religious, scientific, literary, educational or other charitable purposes, determined by the board of directors of the Corporation ("Board of Directors"; also referred to herein as the "Board" or "Director(s)"), as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as now in effect or as may hereafter be amended (the "Code"), including activities that are in furtherance of and in support of the foregoing purposes as are lawful and proper for corporations formed under chapter 617 of the Florida Statutes,

the "Florida Not for Profit Corporation Act," as now in effect or as may hereafter be amended (the "Act"), and for corporations formed under Section 501(c)(3) of the Code.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for religious, charitable, scientific, literary or educational purposes, and engage in any lawful activity for which not-for-profit corporations may be organized under Florida law.

In furtherance of its corporate purpose, the Corporation shall have all the general powers set forth in the Act together with the power to solicit grants and contributions for such purposes.

ARTICLE III

LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation, and reasonable reimbursements and compensation may be paid for services rendered to or for the Corporation effectuating its purposes.

B. No substantial part of the activities of the Corporation shall be the carrying on of any propaganda, or otherwise attempting to influence legislation as defined in Section 4945 of the Code and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of

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the Code, or cause it to lose such exempt status, carry on any activity not permitted to be carried on by a not-for-profit corporation, contributions to which are deductible under Section 170 (c)(2) of the Code, or carry on any activity not permitted to be carried on by a not-for-profit corporation organized under the Act.

ARTICLE IV

INCORPORATOR

The name of the Incorporator of this Corporation is Gary N. Gerson, Esq., and the address of said Incorporator is c/o Nason, Yeager, Gerson, White & Lioce P.A., 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, FL 33401.

ARTICLE V

MEMBERS

A. The members of the Corporation shall be set forth in the bylaws of the Corporation, as hereafter adopted by the Corporation in accordance with Florida Statute 617.0205 (the "Bylaws of the Corporation").

ARTICLE VI

BOARD OF DIRECTORS

A. Directors shall be elected or appointed in the manner set forth in the Bylaws of the Corporation pursuant to Florida Statute 617.0202(d).

ARTICLE VII

DIRECTOR LIABILITY LIMITATIONS

A Director shall have no liability to the Corporation for monetary damages for conduct as a Director, except for acts and omissions that involve intentional misconduct by the Director or a knowing violation of law by a Director, or where the Director votes or assents to a distribution which

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is unlawful or violates a requirement of these Articles of Incorporation or the Bylaws of the Corporation, or for any transaction from which the Director will personally receive a benefit in money, property or services to which the Director is not legally entitled. If the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of a Director, then the liability of a Director shall be eliminated or limited to the full extent permitted by the Act, as so amended, without need for further amendment of these Articles of Incorporation or any other action by the Board of Directors. Any repeal or modification of this Article shall not adversely impinge upon any right or protection of a Director existing at the time of such repeal or modification for or with respect to an act or omission of such Director occurring prior to such repeal or modification.

ARTICLE VIII

INDEMNIFICATION

Every person who shall be a Director or officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceeding of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or officer of the Corporation (whether or not he is a Director or officer of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or officer. The right of indemnification provided herein shall not be exclusive of other rights to which any such person may now or hereafter may be entitled to as a matter of law.

ARTICLE IX

BYLAWS

Bylaws shall be adopted, altered, amended, or repealed as provided in the Bylaws themselves.

The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE X

DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, the Board shall perform all necessary acts required by Florida law and Federal law. All of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed (i) to the Federal government, (ii) to a state or local government, for a public purpose, or (iii) to an exempt organization or organizations under Section 501(c)(3) of the Code as the Board shall determine, or, if there are no Directors, then as set forth in the Bylaws of the Corporation. Any such asset not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the office of the registered agent 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, considering charities previously supported by the Corporation. In no event shall any of such assets or property be distributed to any member, Director, officer, or any private individual.

ARTICLE XI

REGISTERED OFFICE AND AGENT

The street and mailing address of the registered office of the Corporation is c/o Gary N. Gerson, Esq., Nason, Yeager, Gerson, White & Lioce P.A., 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, FL 33401, and the name of the registered agent of the Corporation at that address is Gary N. Gerson, Esq.

ARTICLE XII

AMENDMENTS

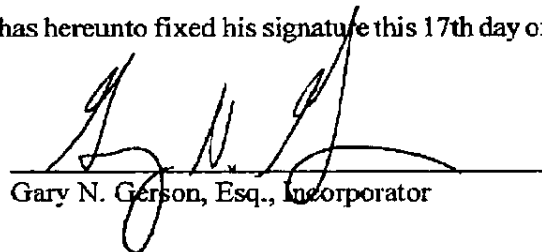
These Articles of Incorporation may be amended at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for that purpose, in either case upon receiving the vote of a majority of the Directors in office.

ARTICLE XII

MISCELLANEOUS

The Corporation shall have perpetual existence.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 17th day of July, 2012.




Gary N. Gerson, Esq., Incorporator

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SECTION 17
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, GARY N. GERSON, ESQ., hereby accept the appointment as the registered agent of
FLORIDA MUNICIPAL CHARTER SCHOOL FOUNDATION, INC., as made in the foregoing
Articles of Incorporation.



GARY N. GERSON, ESQ.

Dated: July 17, 2012

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