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December 28, 1994

N95000000021

Division of Corporations
c/o BETH REGISTER
409 W. Gaines Street
Tallahassee, FL 32399

Via Federal Express

RE: LYMAN HIGH SCHOOL FOUNDATION, INC. A Florida
Not for Profit Corporation
Subject: Articles of Incorporation

Dear Ms. Register,

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-01/06/95--01098--012
- *****70.00 *****70.00

Enclosed please find the following:

1. Articles of Incorporation of LYMAN HIGH SCHOOL FOUNDATION, INC.
2. A check for filing the Articles with the state.

If you have any questions, please do not hesitate to telephone. Your assistance is much appreciated.

Yours truly,


ROBERT LERNER

enc: check
Articles of Incorporation
cc: Dr. Peter Gorman w/Articles of Incorporation

*1994 Dec 28 1995
11:40 AM
Tallahassee, FL*

FILED
94 JAN -3 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER JAN 03 1995

ARTICLES OF INCORPORATION
OF

LYMAN HIGH SCHOOL FOUNDATION, INC.
A Florida Not for Profit Corporation

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, desiring to associate for the purpose of incorporating as a corporation not for profit under the provisions of Sec. 617 of the Florida Statutes, do hereby agree to adopt and organize under these Articles of Incorporation.

ARTICLE I - CORPORATE NAME, PRINCIPAL OFFICE
AND MAILING ADDRESS

The name of this corporation is LYMAN HIGH SCHOOL FOUNDATION, INC. and the principal office and mailing address of this corporation is 865 South County Road 427, Longwood, Florida 32750.

ARTICLE II - CORPORATE NATURE

This is a nonprofit corporation, organized solely for educational purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III - DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV - GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

(a) For the advancement of education and any other related or corresponding charitable purposes by the distribution of its funds to foster and promote the education of Lyman High School students.

(b) The general purposes for which this corporation is formed are to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or attainment of any of the objectives heretofore set out or mentioned, either alone or in association with other individuals, corporations or partnerships; and in general, to do and perform such things and acts, and transact such business in connection with the foregoing objectives, not inconsistent with the general laws of this land, or the objectives and aims of the LYMAN HIGH SCHOOL FOUNDATION, INC., including accepting contributions, gifts, donations etc. to be used for the purpose specified herein. The corporation will operate exclusively under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making or distributions to organizations which qualify as tax exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of an statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE V - MEMBERSHIP

This corporation is organized upon a non-stock basis as defined in Section 617.011 of the Florida Statutes. The authorized

number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, voting, and other rights and privileges of members, shall be a regulated by the by-laws.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 865 South County Road 427, Longwood, Florida 32750. The name of the initial registered agent at such address is Dr. Peter Gorman.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of Directors constituting the initial Board of Directors of the corporation is 8, which number shall never be fewer than three (3); provided, however, that such number may be changed by a by-law duly adopted pursuant to the by-laws of this corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on the day chosen by the directors, at the place designated by the directors, at which time an election of directors may be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term adopted in the by-laws. Annual meetings shall be held at a place and time as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provisions of law may be taken without a meeting, if all 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 any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and by-laws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as initial Directors until the first election thereof are as follows:

Dr. Peter Gorman, President
865 S. County Road 427
Longwood, FL 32750

Joseph Williams, Vice Pres.
504 Pressview Avenue
Longwood, FL 32750

Beverley P. Freeman, Sec./Treas.
865 S. County Road 427
Longwood, FL 32750

Michael Owens, Director
303 East Street
Longwood, FL 32750

Edward L. Brown, Director
227 Panama Road
Winter Springs, FL 32708

Jean Hovey, Director
549 Brookside Drive
Winter Springs, FL 32780

Ti-Ying Lee, Director
366 Springdale Drive, S.
Altamonte Springs, FL 32714

Dr. Nick Mabry, Director
375 Brassie Drive
Longwood, FL 32750

ARTICLE VIII - BUSINESS AFFAIRS

The business affairs of the corporation shall be conducted by the Board of Directors who are active members of this corporation, one of whom shall be elected President of the corporation, one the Vice President, one the Secretary and one the Treasurer, all of whom shall be elected annually by a majority vote of the members of corporation present and voting at the regular annual meeting of the corporation to be held on the 2nd Thursday in January or as soon thereafter as convenient. The following persons shall serve as the initial corporate officers:

Dr. Peter Gorman, President
865 S. County Road 427
Longwood, FL 32750

Joseph Williams, Vice Pres.
504 Pressview Avenue
Longwood, FL 32750

Beverley P. Freeman, Sec./Treas.
865 S. County Road 427
Longwood, FL 32750

ARTICLE IX

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers of other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. 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.

C. 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 1954 (or the corresponding provisions of any future United States Internal Revenue Law) of (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE X - MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE XI - SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows: (a minimum of one (1) only is required)

Dr. Peter Gorman
865 South County Road 427
Longwood, Florida 32750

ARTICLE XII - AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not for Profit Law of the

State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XIII - DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue code of 1986, or corresponding provisions of an subsequent federal tax laws.

IN WITNESS WHEREOF, the undersigned subscribing incorporators have executed these Articles of Incorporation this 28th day of December A.D. 1994, for the purpose of forming this corporation not for profit under the laws of the State of Florida, have executed these Articles of Incorporation.

WITNESSED BY:

[Signature]

Peter C. Dorman
Subscriber

Peter C. Dorman
Registered Agent
Accepting designation as registered
agent for LYMAN HIGH SCHOOL FOUNDATION, INC.

FILED
JAN -3 PM 3:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA