

REFERENCE : 638477 149697A

COST LIMIT : \$ PPD

ORDER TIME : 12:22 PM

ORDER NO. : 638477

CUSTOMER NO: 149697A

CUSTOMER:

SWANN HADLEY DENION & ALVAREZ,
P. A.
P. O. Box 1961

Winter Park, FL 32790-1961

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DOMESTIC FILING

NAME: THE BIG POTATO ACADEMY, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
 XXX PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN JUL 14 1995

FILED
95 JUL 13 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

July 13, 1995

Sandra B. Mortham
Secretary of State

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE BIG POTATO ACADEMY, INC.
Ref. Number: W95000014082

We have received your document for THE BIG POTATO ACADEMY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 295A00033626

ARTICLES OF INCORPORATION
OF

The Big Potato Academy, Inc.
(A Corporation Not For Profit)

FILED
95 JUL 13 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is The Big Potato Academy (the "Corporation"). The principal address of the corporation shall be 32 West 4th Street, Apopka, Florida 32704. The mailing address shall be Post Office Box 1620, Apopka, Florida 32704.

ARTICLE II

Authority

The Corporation is organized pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes as a not for profit corporation.

ARTICLE III

Purpose

The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply,

invest and reinvest the principal or income therefrom or distribute the same for the above purposes.

Notwithstanding any other provisions herein, the Corporation shall not carry on any activities not permitted to be carried on:

(a) By an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such Code, and/or

(b) By an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.

ARTICLE IV

Qualification of Members

The membership of this Corporation shall constitute the person hereinafter named as incorporator and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws. The members of this Corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE V

Incorporators

The name and residence of the incorporator is:

Jonathan R. Blanchard
602 Coral Glen Loop #303
Altamonte Springs, Fl. 32714

ARTICLE VII

Officers

Section 1. The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

Office

Name

See attached page 4a, incorporated herein and made a part here of.

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE VIII

Board of Directors

Section 1. The number of directors of the Corporation shall be three, which number may be increased or decreased from time to time, by the Bylaws, but shall never be less than three.

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 3. The names and addresses of the persons who are to serve as directors until the first annual meeting of the Corporation, are:

Name

Address

See attached page 4a, incorporated herein and made a part hereof.

ARTICLE IX

Bylaws

Section 1. At the initial meeting of the Corporation, the members of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

THE BIG POTATO ACADEMY

BOARD OF DIRECTORS

President: Jonathan R. Blanchard
602 Coral Gler. Loop #303
Altamonte Springs, Fl. 32714

Secretary: Brett M. Jordan
1063 EnCourt Green
Apopka, Fl. 32712

Treasurer: John Riles
381 Dream Lake Drive
Apopka, Fl. 32712

Director: Rowena Quayle
33 W. 1st. Street
Apopka, Fl. 32803

Director: Patrick M. Greene
7804 Napoleon St.
Orlando, Fl. 32825

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose, subject to approval by the members as provided in the initial Bylaws.

ARTICLE X

Amendments

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

ARTICLE XI

Location

The street address of the initial registered office of this corporation shall be at 2180 Park Ave. North Ste 326, in the City of Winter Park, County of ORANGE, State of Florida, and the name of the original registered agent at that address shall be Brett M. Jordan.

ARTICLE XII

Tax Exempt Status

No part of the net earnings or property of the Corporation shall inure to the benefit of, or be distributed to, any member, other than a member which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions and furtherance of the purposes set forth in Article II hereof. The Corporation shall not have the power to declare dividends. No substantial part of the activities of the Corporation shall be 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 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, (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Sec-

tion 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding anything herein to the contrary, the Corporation shall not take any action or omit to take any action or make any payment which would result in an avoidable tax liability under Internal Revenue Code 1986 Sections 4940 through 4945 (or the corresponding provision of any future United States Internal Revenue Law), or could result in termination of the Corporation's status as a private foundation under Internal Revenue Code of 1986, Section 507, (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII

Meetings

Section 1. The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.

Section 2. The Corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

ARTICLE XIV

Distribution of Assets Upon 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 of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 XV

Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 20 day of June, 1975, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

Jonathan R. Blanchard

STATE OF FLORIDA)
) SS.
COUNTY OF Orange)

The foregoing instrument was acknowledged before me this
20th day of June, 1992, by Jonathan Blanchard,
who personally known to me or has produced _____
_____ as identification and
did (did not) take an oath.

Karen M Brown
(Notary Signature)

(NOTARY SEAL)



Notary Public, State of Florida
KAREN M BROWN
My Comm. Exp. July 11, 1997
Comm. No. CC 283719

(Notary Name Printed)
NOTARY PUBLIC
Commission No. Karen M. Brown

WP-FORMS/CORP/ART-NFP
12/26/91.psh

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That The Big Potato Academy desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Winter Park, County of Orange, State of Florida, has named Brett M. Jordan, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

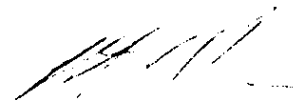
Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states it is familiar with §607.0561, Florida Statutes.

By: 

DATED: 6.20.75

IF FOR INDIVIDUAL

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with §607.0501, Florida Statutes.



DATED: 6.20.75