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ACCOUNT NO. : 072100000032

REFERENCE : 832292 4342718

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 5, 1996

ORDER TIME : 9:45 AM

ORDER NO. : 832292

CUSTOMER NO: 4342718

CUSTOMER: Sharon D. Danco, Esq
GLENN RASMUSSEN & FOGARTY

Ashley Tower, Suite 1300
100 South Ashley Drive
Tampa, FL 33602

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DOMESTIC FILING

NAME: MORNING STAR FOUNDATION, INC.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

EXAMINER'S INITIALS: T. BROWN FEB - 7 1996

FILED
96 FEB - 6 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 5, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MORNING STAR FOUNDATION, INC.
Ref. Number: W96000002670

We have received your document for MORNING STAR FOUNDATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

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: 496A00004934

ARTICLES OF INCORPORATION
OF
MORNING STAR FOUNDATION, INC.
(A Not for Profit Corporation)

FILED
96 FEB -6 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of Morning Star Foundation, Inc. under the Florida Not for Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

Morning Star Foundation, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal business office and mailing address of the corporation is:

324 South Hyde Park Avenue
Suite 230
Tampa, Florida 33679

ARTICLE III. INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. Election or appointment of initial and subsequent directors is provided for in the by-laws. The number of directors may be either increased or diminished from time to time, as provided in the bylaws of the corporation. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Mark N. Lenker, Jr.	324 South Hyde Park Ave. Suite 230 Tampa, Florida 33679
Jose Vivero	c/o Northside Bank of Tampa 12233 Florida Avenue North Tampa, Florida 33612-4213
Joseph Robbins	5103 Homer Avenue Tampa, Florida 33629

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 324 South Hyde Park Avenue, Suite 230, Tampa, Florida 33679, and the name of the corporation's initial registered agent at that address is Mark N. Lenker, Jr.

ARTICLE V. INCORPORATOR

The name and street address of the incorporator are:

Sharon Docherty Danco
100 South Ashley Drive
Suite 1300
Tampa, Florida 33602

ARTICLE VI. PURPOSE

The corporation is organized to establish a non-profit, non-political, non-partisan, charitable and educational organization in Hillsborough County, Florida, for the primary purpose of providing support to Morning Star School in Tampa, Florida, a school designed primarily to teach children who have problems learning (the "School"). The corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (together with all regulations promulgated under that act, the "Code").

ARTICLE VII. DURATION

The corporation will have perpetual existence. Upon dissolution of the corporation, all its assets remaining after payment of all costs and expenses of dissolution must be distributed to the School pursuant to sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or, if the School no longer operates, to a not-for-profit organization engaged in activities substantially similar to those of the School at the time of the dissolution that is qualified as an exempt organization under section 501(c)(3) of the Code.

ARTICLE VIII. POWERS

The corporation may transact any or all lawful business for which a corporation may be incorporated under the Florida Not for Profit Corporation Act, that are necessary, appropriate, or desirable to effect any or all of the charitable and educational purposes for which the corporation is organized, including without limitation, (1) soliciting contributions of real and personal, tangible and intangible, property, (2) holding, investing, and managing that property, and (3) making distributions to and providing financial support for the School (whether from principal or interest) as long as contributions to the School are deductible under section 170(c)(2) of the Code and the School constitutes an organization described in section 501(c)(3) of the Code (a "Qualified Organization").

Notwithstanding anything in these Articles of Incorporation to the contrary, the corporation shall not engage in any activity that would cause either (a) the corporation to cease to be exempt from income taxation under section 501(c)(3) of the Code, or (b) contributions to the corporation to cease to be deductible under section 170(c)(2) of the Code. In addition, the corporation shall not:

1. Engage in any act of self-dealing, as defined in section 4941(d) of the Code;

2. Retain any excess business holdings, as defined in section 4943(c) of the Code;

3. Invest in a manner that subjects it to tax under section 4944 of the Code;

4. Make any taxable expenditures, as defined in section 4945(d) of the Code;

5. Engage in any prohibited transaction, as defined in section 503(b) of the Code;

6. Engage in any activity attempting to influence legislation by propaganda or otherwise, and shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office; or

7. Permit any of its assets or net earnings to inure to the benefit of or be distributable to any member, director, or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes).

Additionally, the corporation shall distribute its income for each taxable year at a time and in a manner to ensure that the corporation does not become subject to tax on undistributed income imposed by section 4942 of the Code.

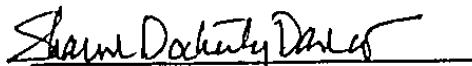
ARTICLE IX. BYLAWS

The power to adopt, amend, and repeal bylaws is vested in the board of directors of the corporation.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify every person who is or has served as an officer, director, or member of the corporation in the manner and to the full extent provided in the corporation's bylaws.

EXECUTED: February 1, 1996


Sharon Docherty Danco,
as incorporator

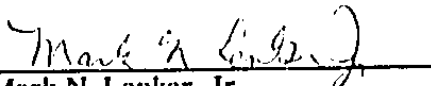
MORNING STAR FOUNDATION, INC.
ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

That Morning Star Foundation, Inc., desiring to organize as a not-for-profit corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 324 South Hyde Park Avenue, Suite 230, Tampa, Florida 33679, has named Mark N. Lenker, Jr. as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for Morning Star Foundation, Inc. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Not For Profit Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 617.0501, Florida Statutes.

DATE: February 1, 1996


Mark N. Lenker, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA