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SALTER, FEIBER, YENSER & MURPHY

POST OFFICE DRAWER 1589
GAINESVILLE, FLORIDA 32602-1589

JAMES G. FEIBER, JR.
DENISE LOWRY HUTSON
MELISSA JAY MURPHY
JAMES D. SALTER, P.A.
TRACY PROCTOR WILLIAMSON
NANCY E. YENSER, P.A.

703 NORTHEAST 1ST STREET
GAINESVILLE, FLORIDA 32601
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March 6, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6427
Tallahassee, FL 32301

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In re: North Central Florida Association for the
Gifted, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy each of the
Articles of Corporation for the above-referenced corporations.

Also enclosed please find this firm's checks in the amount of
\$122.50 each for the following:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certification Copy of Articles	<u>52.50</u>
	\$122.50

We appreciate your cooperation in this matter. If you require
any further information or have any questions, please advise.

Sincerely yours,

Michelle K. Womble

Michelle K. Womble
Legal Assistant to
Melissa Jay Murphy

/mkw
Enclosures

DMC
3-12-96

FILED
96 MAR -7 PM 1:03
TALLAHASSEE, FLORIDA
STATE

FILED

ARTICLES OF INCORPORATION
OF

96 MAR -7 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NORTH CENTRAL FLORIDA ASSOCIATION FOR THE GIFTED, INC.

(A Corporation Not for Profit)

ARTICLE I

NAME:

The name of this Corporation shall be NORTH CENTRAL FLORIDA ASSOCIATION FOR THE GIFTED, INC.

ARTICLE II

ADDRESS:

The initial post office address of the principal office of the Corporation in the State of Florida shall be 5803 N.W. 67th Court, Gainesville, Florida 32653. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE III

PURPOSE:

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

(a) To receive voluntary contributions, gifts, grants of money and property of every kind, or other forms of gifts and to administer the same for the charitable purposes and goals of the corporation.

(b) To support, foster and encourage the education of children.

(c) To make distributions to organizations which qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law.)

(d) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of

the purposes herein set forth. 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (ii) 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.)

(e) Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operating 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine.

ARTICLE IV

GENERAL POWERS:

The general powers that the corporation shall have are as follows:

(a) To hold funds solely and exclusively for the purposes as set forth in these Articles of Incorporation.

(b) To delegate power or powers where such is deemed in the interest of the corporation.

(c) To purchase, lease, hold, sell, mortgage or otherwise

acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

(d) To pay taxes and other charges, if any, on or against property owned or accepted by the corporation.

(e) To borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation and to secure the payment of such obligation by mortgage, pledge or other instrument of trust; or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the corporation wherever situated.

(f) In general, to have all powers conferred upon a corporation not for profit by the laws of Florida, except as prohibited herein.

ARTICLE V

MEMBERSHIP:

Classes of membership of this corporation shall be set out in the Bylaws.

ARTICLE VI

EXISTENCE:

The corporation shall have perpetual existence.

ARTICLE VII

BOARD OF DIRECTORS:

Section 1. The affairs and property of this corporation shall be managed and governed by a Board of Directors.

Section 2. The number of Directors of this corporation shall be not less than three (3) and not more than fifteen (15).

Section 3. The following persons shall constitute the first Board of Directors until the first election of the Board of Directors at the first annual meeting of the members:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
DEBORAH HARRIS	5803 N.W. 67th Court Gainesville, FL 32653
ROSE SMITH	3531 N.W. 110th Terrace Gainesville, FL 32606
MELISSA JAY MURPHY	P. O. Drawer 1589 Gainesville, FL 32602

Section 4. The manner in which the Directors are to be elected or appointed is set forth in the Bylaws.

ARTICLE VIII

OFFICERS:

Section 1. All officers shall be elected by the membership in accordance with the Bylaws at the regular annual meeting of the Membership. The members shall elect from among the members a President and Secretary/Treasurer.

Section 2. The names of the officers who shall serve until the first election at the first annual meeting are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
DEBORAH HARRIS	President	5803 N.W. 67th Court Gainesville, FL 32653
ROSE SMITH	Secretary/ Treasurer	3531 N.W. 110th Terr. Gainesville, FL 32606

ARTICLE IX

INCORPORATORS:

The name and post office address of each incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
MELISSA JAY MURPHY	P. O. Drawer 1589 Gainesville, FL 32602

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this corporation is 703 N.E. 1st Street, Gainesville, Florida 32601, and the name of the initial registered agent of the corporation at that address is MELISSA JAY MURPHY.

ARTICLE XI

BYLAWS:

The Board of Directors shall adopt Bylaws consistent with these Articles. The Board of Directors, by a two-thirds majority vote, shall also have the power to make, alter or rescind any Bylaws on behalf of the corporation.

ARTICLE XII

AMENDMENT TO ARTICLES OF INCORPORATION:

These Articles may be altered, amended or repealed by resolution of the Board of Directors.

ARTICLE XIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS:

Section 1. The corporation hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

A. Whether civil, criminal, administrative or investigative, other than one by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director or officer of the corporation, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the

reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had reasonable grounds for belief that such action was unlawful.

B. By or in the right of the corporation or procure a judgment in its favor by reason of his being or having been a director or officer of the corporation, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the corporation, against the reasonable expense, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the corporation. Such persons shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

Section 2. The Board of Directors shall determine whether amounts for which a director or officer seeks indemnification were properly incurred and whether such director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation, and whether, with respect to any

criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum of directors who were not parties to such action, suit or proceeding.

Section 3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the corporation to indemnify under applicable law.

ARTICLE XIV

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED:

Section 1. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No director or officer of the corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Section 2. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 617.0501, F.S.:

NORTH CENTRAL FLORIDA ASSOCIATION FOR THE GIFTED, INC., a Corporation Not for Profit, organized under the laws of the State of Florida with its principal office at: 5803 N.W. 67 Court, Gainesville, Florida 32653, has named MELISSA JAY MURPHY, located at 703 N.E. First Street, Gainesville, Florida 32601, as its Agent to accept service of process within the State.

NEWLY ELECTED OFFICERS:

NAME AND TITLE

ADDRESS

DEBORAH HARRIS, PRESIDENT

5803 N.W. 67 Court
Gainesville, FL 32653

ROSE SMITH, SECRETARY/TREASURER

3531 N.W. 110 Terrace
Gainesville, FL 32606

NEWLY APPOINTED DIRECTORS:

NAME

ADDRESS

DEBORAH HARRIS

5803 N.W. 67 Court
Gainesville, FL 32653

ROSE SMITH

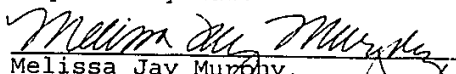
3531 N.W. 110 Terrace
Gainesville, F 32606

MELISSA JAY MURPHY

P.O. Drawer 1589
Gainesville, FL 32602


(Corporate Officer)

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name in some conspicuous place in the office as required by law.


Melissa Jay Murphy,
Registered Agent

C:\MJM\CORP\NCFLAG.ART

IN WITNESS WHEREOF, the said subscriber has hereunto set her
hand and seal this 5th day of March, 1996.

Signed, sealed and delivered
in our presence as witnesses:

Michelle K. Womble
Kathy Pruitt

Melissa Jay Murphy
MELISSA JAY MURPHY

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing Articles of Incorporation was acknowledged
before me this 5th day of March, 1996 by MELISSA
JAY MURPHY, who is personally known to me.



MICHELLE K. WOMBLE
MY COMMISSION # CC 486431
EXPIRES Aug. 6, 1999

Michelle K. Womble
Notary Public, State of Florida
at Large
My Commission Expires: ,