

N/96000002257
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J. D. WINGARD, JR.
(OF COUNSEL)

April 22, 1996

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee FL 32314

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-04/23/96--01163--012
***122.50 ***122.50

RE: INTERNATIONAL BACCALAUREATE FOUNDATION OF
CHOCTAWHATCHEE HIGH SCHOOL, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation and a check in the amount of \$122.50 to cover the cost of filing fees, a certified copy and Registered Agent Designation. Once filed, please forward the certified copy to this office at the address indicated above. If you are in need of further information feel free to contact me. Thank you for your assistance.

Sincerely yours,

Sharon J. Hinze
Sharon J. Hinze
Secretary to H. Bart Fleet

Enclosures

FILED
96 APR 23 AM 10:01
TALLAHASSEE, FLORIDA

D. BROWN APR 29 1996

ARTICLES OF INCORPORATION
OF
INTERNATIONAL BACCALAUREATE FOUNDATION
OF
CHOCTAWHATCHEE HIGH SCHOOL, INC.

FILED
95 APR 20 11:10:04
OKALOOSA

We, the undersigned residents of the State of Florida, being twenty-one (21) years or more of age, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statutes of the State of Florida.

ARTICLE ONE

NAME AND LOCATION

The name of the corporation shall be INTERNATIONAL BACCALAUREATE FOUNDATION OF CHOCTAWHATCHEE HIGH SCHOOL, INC., and its location shall be 110 NW Racetrack Road, City of Fort Walton Beach, County of Okaloosa, State of Florida, 32547.

ARTICLE TWO

PURPOSE

This corporation is organized for the purpose of supporting the International Baccalaureate Program at Choctawhatchee High School, Okaloosa County, Florida.

Said corporation is organized to engage in any lawful act or activity for which corporations may be organized under Chapter 617 of the Florida Statutes and which such organizations exist exclusively for charitable, religious and educational purposes as determined under Sections 501(c)(3) and 170 of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE THREE

PROHIBITED ACTS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or 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 TWO. 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 other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt for Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE FOUR

STOCK

The corporation shall be a nonstock corporation, and no dividends or pecuniary profits shall be declared or paid to the

members thereof.

ARTICLE FIVE

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is 21, and the names and addresses of the persons who are to serve as initial directors are as follows:

Name	Address
Tisha Fleet	657 Fairway Avenue Fort Walton Beach FL 32547
Bonnie Nabors	17 Longwood Drive Shalimar FL 32579
Billy Haik	243 Yacht Club Drive Fort Walton Beach FL 32547
Sharilyn Darnell	1 Longwood Drive Shalimar FL 32579
Dennis S. Hamby	7 Doral Drive Shalimar FL 32579
Betsy Delaune	643 NE Merioneth Court Fort Walton Beach FL 32547
Gene Barker	908 Woodbriar Court Fort Walton Beach FL 32547
Nancy Kline	930 Pocahontas Drive Fort Walton Beach FL 32547
Sally Simpson	9 Meigs Drive Shalimar FL 32579
Ann Hutchinson	810 Blvd. of Champions Shalimar FL 32579
Ken Poole	6 Country Club Court Shalimar FL 32579
Mindy Gilbert	814 Choctaw Lane Shalimar FL 32579

Jerry Black

306 Yacht Club Drive
Fort Walton Beach FL 32547

Sandy Williams

12 Country Club Court
Shalimar FL 32579

Leslie Parker

26 Marlboro Road
Shalimar FL 32579

Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

ARTICLE SIX

GENERAL OFFICERS

The general officers of the corporation shall be the president, vice-president, secretary, and treasurer. The By-Laws shall provide the qualifications to hold office, the duties of each office and the duration of each officer's term.

ARTICLE SEVEN

MEMBERSHIP REQUIREMENTS

The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the bylaws.

ARTICLE EIGHT

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the

corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE NINE

INCORPORATOR

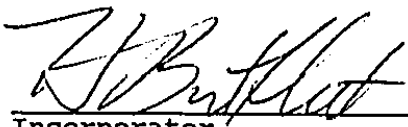
The incorporator is H. Bart Fleet, of 1201 Eglin Parkway, City of Shalimar, County of Okaloosa, State of Florida, 32579.

ARTICLE TEN

REGISTERED AGENT

The registered agent is H. Bart Fleet, of 1201 Eglin Parkway, City of Shalimar, County of Okaloosa, State of Florida, 32579.

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles of Incorporation on April 18, 1996.

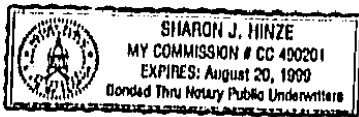

Incorporator

ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared the above signed H. Bart Fleet, Incorporator, for the purpose of lawfully executing these Articles of Incorporation.



Sharon J. Hinze
Notary Public

My Commission Expires:

ACCEPTANCE BY THE REGISTERED AGENT

I, H. Bart Fleet, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on April 18, 1996.

H. Bart Fleet
Registered Agent