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904/261-0742
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April 29, 1996

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*****70.00 *****70.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Nassau County Public Education Foundation, Inc.

Dear Sirs:

Enclosed please find the original Articles of Incorporation of Nassau County Public Education Foundation, Inc. for filing pursuant to Florida Statutes, Chapter 617.

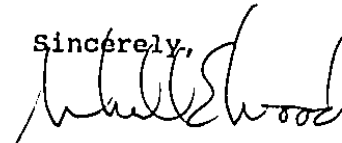
Also enclosed please find this firm's check in the amount of \$70.00 representing payment by the corporation of the following costs:

Filing Fee	\$ 35.00
Designation of Resident Agent	35.00

Please file the Articles of Incorporation and forward your letter of receipt to me at your earliest convenience.

Thank you for your assistance in this matter.

Sincerely,


Marshall E. Wood

Enclosures

FILED
96 MAY -3 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTER MAY 8 1996

ARTICLES OF INCORPORATION
OF
NASSAU COUNTY PUBLIC EDUCATION FOUNDATION, INC.

FILED
96 MAY -3 PM 12:50
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
NAME

The name of this corporation is NASSAU COUNTY PUBLIC EDUCATION FOUNDATION, INC.. This corporation is organized as a corporation not for profit pursuant to Chapter 617, Florida Statutes.

ARTICLE II.
PRINCIPAL OFFICE

The initial Post Office address of the corporation's principal office is: 1201 Atlantic Avenue, Fernandina Beach, FL 32034.

ARTICLE III.
DURATION

The period of the duration of this corporation is perpetual.

ARTICLE IV.
PURPOSE

Section 1. The primary purpose for which this corporation not for profit is organized, is to provide operate for educational and charitable purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1954, Florida Statutes Chapter 617 and 196, and Article VII, Section 3 of the Florida Constitution; and to secure and distribute contributions from individuals, corporations, governmental entities and foundations, for the benefit of Nassau County Schools.

Section 2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 4. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 5. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 6. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 7. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 8. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 9. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions 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 and operated 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 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of 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 V.
POWERS

In addition to any powers provided by Section 617.021 of the Florida Statutes, or any other Florida Statute, the Association will have the following powers:

Section 1. To receive by gift, devise, bequest, grant or purchase any money, security, real or personal property, or any other thing of value, absolutely or in trust, to be used, either the principal or the income therefrom, immediately or in the future, or as provided by the conditions of a trust.

Section 2. To hold, use, dispose of, invest, manage, disburse and properly account for assets subject to its control.

Section 3. To act and perform the duties of trustee or to set in any other fiduciary capacity under deed or trust, will, codicil, agreement, or other instrument, and to obligate itself to perform and execute any and all conditions or trusts.

Section 4. To borrow or raise money, and to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure payment thereof and interest therein by mortgage, pledge, conveyance or other assignments in trust, in whole or in part, of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, where the assets to be encumbered are not subject to limitations which would be prohibitive of the same.

Section 5. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto and connected therewith, to the extent permitted by law.

ARTICLE VI.
CAPITAL STOCK

The Corporation shall have no capital stock, and no person, officer or director shall have any right or title to any asset of the Corporation.

ARTICLE VII.
MEMBERSHIP

The Corporation shall have no members, consequently the Corporation shall have no classes of membership, nor voting rights of members.

ARTICLE VIII.
DIRECTORS AND OFFICERS

Section 1. The affairs of the Corporation shall be managed by a Board of Directors or by the Executive Committee thereof as may be authorized in the By-Laws of the Corporation.

Section 2. The Board of Directors shall consist of no more than seven (7) persons and no less than three (3) persons. The Directors shall be selected as prescribed in the By-Laws.

Section 3. The Board of Directors shall select officers to preside over the affairs and meetings of the Corporation and to keep appropriate records thereof. The officers and their duties shall be designated in the By-Laws.

ARTICLE IX
BY-LAWS

The By-Laws of this corporation shall be made, altered, or rescinded by the Board of Directors. The By-Laws shall operate to carry out the purposes of the corporation and to facilitate the operational procedures thereof. A vote of the majority of the members of the Board of Directors shall be required to effect any alteration, change or amendment.

ARTICLE X
INDEBTEDNESS

The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall be at no time in excess of the total assets held by the corporation.

ARTICLE XI
OFFICERS

The officers of the corporation shall be a President, Vice-President, Secretary, and Treasurer. The Officers shall be elected annually by the Board of Directors, each to serve for two (2) years and until the election of a successor. Vacancies may be filled at any meeting of the Board of Directors by a majority vote of the Board of Directors.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended by two-thirds vote of the Board of Directors present and voting at any regular meeting at which a quorum is present, such action to be effective upon filing same with the Secretary of State of the State of Florida or as is otherwise provided by law, under the following procedure:

Any Director may propose amendments to the Articles of Incorporation by giving written notice of the proposed amendment(s) to all Directors of the Corporation at least ten (10) days prior to any regular meeting if notice is by first class mail or by giving written notice at least forty-eight (48) hours prior to any regular meeting if notice is by hand delivery.

ARTICLE XIII
SUBSCRIBERS AND FIRST BOARD OF DIRECTORS

The following natural persons shall hereby subscribe to these Articles and shall serve as the incorporators and as the first members of the Board of Directors of the corporation:

JOHN RUIS

John L. Ruis
Hilliard, FL 32046

GARY HARNAGE

Gary E. Harnage
Fernandina Beach, FL 32034

JOYCE MENZ

Joyce Menz
Jacksonville, FL 32223

ARTICLE XIV
AUTHORIZED ACTIVITIES

Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) 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 (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE XV
REGISTERED AGENT

The name and address of the initial registered agent of this corporation is: JOHN RUIS, 1201 Atlantic Avenue, Fernandina Beach, FL 32034.

By my signature below, I hereby accept appointment as the Designated Registered Agent of this corporation.

John L. Ruis
JOHN RUIS

IN WITNESS WHEREOF, we, the undersigned subscribed incorporators, have hereunto set our hands and seals this 15 day of April, 1996, for the purposes of forming this corporation not for profit under the laws of the State of Florida.

John L. Ruis
John Ruis
Gary E. Harnage
Gary Harnage
Joyce Menz
Joyce Menz

STATE OF FLORIDA
COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 15 day of April, 1996, by JOHN RUIS, GARY HARNAGE and JOYCE MENZ, who are x personally known to me or _____ who have produced _____ as identification.

Joline S. Hewett
Name: _____
Notary Public, State of Florida

My Commission Expires:



JOLINE S. HEWETT
MY COMMISSION # CC255779 EXPIRES
February 7, 1997
BONDED THRU TRISTY FAIR INSURANCE, INC.



JOLINE S. HEWETT
MY COMMISSION # CC255779 EXPIRES
February 7, 1997
BONDED THRU TRISTY FAIR INSURANCE, INC.

CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: NASSAU COUNTY PUBLIC EDUCATION FOUNDATION, INC.

2. The name and address if the registered agent and office is

JOHN RUIS

1201 Atlantic Avenue

Fernandina Beach, FL 3203

RECEIVED
TALLAHASSEE
SECRETARY OF STATE
APR 15 3 11 PM '96

Signature John L. Ruis
(corporate Officer)

Title Superintendent of Schools

Date April 15, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature John L. Ruis
JOHN RUIS

Date April 15, 1996

Registered Agent Filing Fee: \$35.00