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GOLDEN TRIANGLE MONTESSORI SCHOOL, INC.

31150 Industry Drive

Tavares, Florida 32778

(352) 742-7013

May 13, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

ENCLOSURE 1822750
-05/15/96--01076--010
*****78.75 *****78.75

SUBJECT: Golden Triangle Montessori School, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 for filing fee and a Certificate.

FROM: Golden Triangle Montessori School, Inc.
31150 Industry Drive
Tavares, Florida 32778

(352) 742-7013

Please file the Articles of Incorporation and return a Certificate of Incorporation to me at the above address.

Sincerely,

Denise L. Duffey

Denise L. Duffey
Incorporator

FILED
96 MAY 14 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
5/20/96

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ARTICLES OF INCORPORATION

The undersigned, acting as incorporators of a corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be: Golden Triangle Montessori School, Inc.

ARTICLE II

Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be: Golden Triangle Montessori School, Inc., 31150 Industry Drive, Tavares, Florida 32778.

ARTICLE III

Purpose(s)

The specific purpose for which the corporation is organized is: to establish and operate an educational institution using the Montessori Method for children between the ages of 3-6, 6-9 and 9-12 years of age. This school will not discriminate against students or applicants on the basis of race, color, sex, religion, national or ethnic origin, or disabilities.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section (501)(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

ARTICLE IV

Manner of Election of Directors

The manner in which the directors are elected or appointed is as follows: If this corporation makes no provision for members, then, at the regular meeting of directors held on the first Monday in August at 7:30 p.m., directors shall be elected by the Board of Directors. Voting for the election of directors shall be by show of hands. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The corporation shall have three (3) or more directors and collectively they shall be known as the Board of Directors. Directors shall be of the age of majority in this state. Each Director shall hold office for a period of one year and until his or her successor is elected and qualified. Nominations for director may be offered for consideration by any member of the Board of Directors.

Unless otherwise prohibited by the Articles of Incorporation, Bylaws or provisions of law, vacancies on the board of directors may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this State.

ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows: Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code) and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code.

ARTICLE VI

Initial registered agent and street address

The name and the street address of the initial registered agent is: Denise L. Duffey, 3015 Lakeshore Drive, Mount Dora, Florida, 32757.

ARTICLE VII
Incorporators

The names and the street addresses of the incorporators for these articles of incorporation are: Denise L. Duffey, 3015 Lakeshore Drive, Mount Dora, Florida, 32757; Thomas M. Duffey, 3015 Lakeshore Drive, Mount Dora, Florida, 32757; Diane Windham, 4204 Tara Court, Orlando, Florida, 32809.

The undersigned incorporator has executed these Articles of Incorporation this 13 day of May, 1996.

Signature of Incorporator

Denise L. Duffey
Signature

Denise L. Duffey
Typed name

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:

Golden Triangle Montessori School, Inc.
(must include suffix)

2. The name and address of the registered agent and office is:

Denise L. Duffey
(NAME)

3015 Lakeshore Drive
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

MOUNT DORA, FLORIDA 32758
(CITY/STATE/ZIP)

FILED
96 MAY 14 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Denise L. Duffey
(SIGNATURE)

May 13, 1996
(DATE)