

19600003861

Dolores Shepherd
1246 Timberlane Road
Tallahassee, FL 32312
(904)893-4692

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96 JUL 23 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 22, 1996

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

800001902698
07/24/96--01005--003
***131.25 ***131.25

Re: SHEPHERD EDUCATIONAL SERVICES, INC.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Not-for-Profit Florida Corporation.

Please provide a certificate of incorporation and a certified copy of these articles.

A check for \$131.25 is enclosed. This represents payment for:

Articles of Incorporation	\$35.00
Designation and Acceptance of Registered Agent	\$35.00
Certificate of Status	\$8.75
Certified Copy of Articles	\$52.50

Sincerely,



Dolores A. Shepherd

D. BROWN JUL 24 1996

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:

SHEPHERD EDUCATIONAL SERVICES, INC.

ARTICLE II.

Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

1246 Timberlane Road
Tallahassee, FL 32312

ARTICLE III.

Purposes

The specific purposes for which the corporation is organized are:

Shepherd Educational Services, Inc. shall be operated exclusively for charitable and/or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law, including, but not limited to the following particular purposes:

- a) To operate and maintain a school to provide education to children who are at academic risk, and
- b) To provide charitable grants and scholarships to facilitate access to educational services and programs for children who are at academic risk.

ARTICLE IV.

Directors

4.1 Manner of election of directors. The manner in which the directors are elected or appointed shall be stated in the Bylaws of this corporation.

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4.2 Initial Directors. The names and street addresses of the initial directors are:

Dolores A. Shepherd
1246 Timberlane Road
Tallahassee, FL 32312

Arthur D. Cleveland
1351 N. Gadsden St.
Tallahassee, FL 32303

William A. Shepherd, Jr.
1246 Timberlane Road
Tallahassee, FL 32312

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:

- a) No more than an insubstantial part of this corporation's activities shall be other than in furtherance of the charitable and/or educational purposes of this corporation as set forth in Article III of these Articles of Incorporation; and
- b) This corporation shall not, as more than an insubstantial part of its activities, attempt to influence legislation, by propaganda or otherwise, including action by the Congress, any state legislature, local council or similar governing body, or the public in a referendum initiative, constitutional amendment, or similar procedure; and
- c) This corporation shall not directly or indirectly participate or intervene in any political campaign on behalf or in opposition to any candidate for public office, including the publishing or distributing of statements; and
- d) The net earnings or assets of this corporation shall not inure in whole or in part to the benefit of private shareholders or individuals.

ARTICLE VI.

Initial registered agent and street address

The name and the street address of the initial registered agent is:

William A. Shepherd, Jr.
1246 Timberlane Road
Tallahassee, FL 32312

**ARTICLE VII.
Incorporators**

The names and the street addresses of the incorporators for these articles of incorporation are:

Dolores A. Shepherd
1246 Timberlane Road
Tallahassee, FL 32312

Arthur D. Cleveland
1351 N. Gadsden St.
Tallahassee, FL 32303

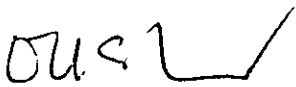
William A. Shepherd, Jr.
1246 Timberlane Road
Tallahassee, FL 32312

**ARTICLE VIII
Dissolution**

In the event of a dissolution of the corporation, its assets, after payment of all debts and charges of the corporation, and expenses of dissolution, shall be distributed to one or more not-for-profit organizations, serving children with special needs, which organization(s) is/are exempt from taxation under the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law, as selected by majority vote of the remaining directors of this corporation.

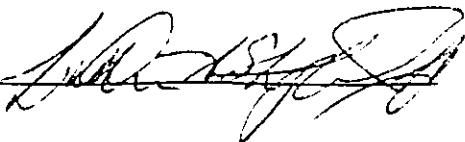
The undersigned incorporators have executed these Articles of Incorporation this 23rd day of July 1996.

Signatures of Incorporators:



Dolores A. Shepherd

Typed name of incorporator signing



William A. Shepherd, Jr.

Typed name of incorporator signing



Arthur D. Cleveland

Typed name of incorporator signing

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TALLAHASSEE, FLORIDA

Designation and Acceptance of Registered Agent for a Florida Corporation

Pursuant to the provisions of F.S. 607.0501 or 617.0501, 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 SHEPHERD EDUCATIONAL SERVICES, INC.
2. The name of the registered agent is William A. Shepherd, Jr.
3. The address of the registered agent/registered office is 1246 Timberlane Road, Tallahassee, Florida, 32312.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


William A. Shepherd, Jr.

07/22/96
Date