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OF COUNSEL
GEORGE A. BODE
REGISTERED PATENT ATTORNEY
ADMITTED IN FLORIDA, LOUISIANA
AND NEW JERSEY

August 8, 1996

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32399

EFFECTIVE DATE

8-8-96

100001918571
-08/08/96--01099--0004
****122.50 ****122.50

Re: Articles of Incorporation for The Apple School, Inc.

Dear Sir or Madam:

Enclosed is an original and one executed copy of the proposed Articles of Incorporation for The Apple School, Inc., together with a certificate designating resident agent. Please approve and file the original and return a certified copy to me.

Also enclosed is my firm's check payable to you for your charges as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Filing registered agent's certificate	<u>35.00</u>
TOTAL	\$122.50

Please let us know if anything further is required.

Sincerely,

Daniel Medina

Daniel Medina

enclosures
JA:HARRIS.BRESECTINC.LET

8-13-96
KR

ARTICLES OF INCORPORATION

OF

THE APPLE SCHOOL, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

EFFECTIVE DATE
11/1/80

ARTICLE I

These Articles of Incorporation are signed and acknowledged by the incorporators for the purpose of forming a Florida not for profit corporation on a non-stock basis under the provision of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE II: NAME AND ADDRESS

The name of this corporation is THE APPLE SCHOOL, INC. Its address is 1665 Williamsburg Square, Lakeland, Florida 33809.

ARTICLE III: PURPOSES

The general purposes for which this corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States tax code. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on

(a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States tax code, or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the

corresponding provision of any future United States tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 herein. 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 or in opposition to any candidate for public office.

The corporation shall further function and operate as a Florida not for profit corporation specifically for the following purposes and with the following objectives:

To create and maintain a Charter School educational program and environment designed for children in grades: kindergarten, one, two, three, four, and five (K-5) with an emphasis on educational techniques and curriculum recommended for children with Attention Deficit Disorder (ADD) or Attention Deficit Hyperactivity Disorder (ADHD). The instructional methods, curriculum, and environment of the Charter School shall be beneficial to children (K-5) without ADD/ADHD as well.

To encourage and stimulate parental involvement in planning and implementation of each child's Plan for Educational Development (PED).

ARTICLE IV: POWERS

The corporation shall have the power to:

1. Have succession by its corporate name for the

period set forth in its articles of incorporation.

2. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
3. Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit."
4. Elect or appoint such officers and agents as its affairs shall require.
5. Adopt, change, amend and repeal By-Laws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
6. Increase, by a unanimous vote of its directors cast as the By-Laws may direct, the number of its directors or officers so that the number shall not be less than three (3) but may be any number in excess thereof.
7. Make contacts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
8. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States or any foreign country.
9. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
10. Acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
11. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property or assets.

12. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
13. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
14. Make donations for the public welfare or for religious, charitable, scientific, education, or other similar purposes.
15. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.
16. Merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE V: PROHIBITIONS AND REQUIREMENTS

At any time during which the corporation is a "private foundation" as defined in §509(a) of the Internal Revenue Code ("I.R.C."), it shall not:

(a) Engage in any act of "self-dealing" as defined in I.R.C. §4941(d), which would give rise to any liability for tax imposed by I.R.C. §4941(a);

(b) Retain any "excess business holdings", as defined in I.R.C. §4943(c), which would give rise to any liability for tax imposed by I.R.C. §4943(a);

(c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of I.R.C. §4944, so as to give rise to any liability for tax imposed by I.R.C. §4944(a);

(d) Make any "taxable expenditures," as defined in I.R.C. §4945(d), which would give rise to any liability for tax imposed by I.R.C. §4945(a);

(e) During the period it is a "private foundation" as defined in I.R.C. §509, the corporation shall distribute, for the purposes specified in its articles of organization, for each taxable year, amounts at least sufficient to avoid liability for tax imposed by I.R.C. §4942(a).

ARTICLE VI: SCOPE OF OPERATIONS

The territory in which the operations of the corporation are principally to be conducted is the United States of America and its possessions.

ARTICLE VII: COMPENSATION AND DISTRIBUTION OF ASSETS ON DISSOLUTION

No officer or member of the board of directors of the corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operation of the corporation, except actual expenses to or on behalf of said corporation, if authorized by the board of directors. Additionally, the board of directors may fix the amount of compensation to be paid to any officer or

member of the board of directors.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any further United States tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII: LOCATION AND RESIDENT AGENT

The location of the corporation is in the City of Lakeland, County of Polk, State of Florida. Its principal office shall be located at 1665 Williamsburg Square, Lakeland, Florida 33809. The name and address of its initial Resident Agent in Florida is Brenda Harris, M.D. 1829 E. Elm Road, Lakeland, Florida 33801.

ARTICLE IX: STOCKS

This corporation is organized on a non-stock basis.

ARTICLE X: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Name

Address

Brenda Harris, M.D. 1829 E. Elm Road, Lakeland, FL 33801

The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of his rights to constitute a corporation.

ARTICLE XI: MEMBERSHIP

The organization will not have any members with the exception of the Officers and Board of Directors.

ARTICLE XII: OFFICERS

(a) The officers of this organization shall consist of a President, Vice President, Secretary, and Treasurer, and such other officers as may be provided for in the By-Laws adopted by the corporation and as amended from time to time.

(b) The names of the persons who are to serve as officers of the corporation until 1997 annual meeting of the Board of Directors in accordance with the By-Laws are:

President/Secretary Brenda Harris, M.D.

Vice President/Treasurer Ralph Harris

(c) The officers shall be elected as provided for in the By-Laws adopted by the corporation and as amended from time to time.

ARTICLE XIII: BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the board of directors. This corporation shall have Four (4) directors initially. The number of directors may be increased or

decreased from time to time in accordance with the By-Laws, but shall never be less than Three (3).

(a) Members of the board of directors shall be elected and hold office in accordance with the By-Laws.

(b) The names and addresses of those who are to serve as the initial directors until the 1997 Annual Meeting of the Board of Directors, are:

Brenda Harris, M.D.	1829 E. Elm Road, Lakeland, FL 33801
Ralph Harris	1829 E. Elm Road, Lakeland, FL 33801
Martin Higgenbotham	1666 Williamsburg Square, Lakeland, FL 33809
Angie Squire	5206 Dismuke Drive, Lakeland, Florida

ARTICLE XIV: AMENDMENT OF BY-LAWS

(a) The directors of this corporation may provide such By-Laws for the conduct of its business and carrying out of its purposes as they may deem necessary from time to time.

(b) The By-Laws may be amended as set forth in such By-Laws.

ARTICLE XV: AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in accordance with Florida law in effect at the time. The procedure to amend articles of incorporation is currently set out in Florida Statutes, §617.017.

ARTICLE XVI: EXISTENCE

This corporation is to exist perpetually beginning with the

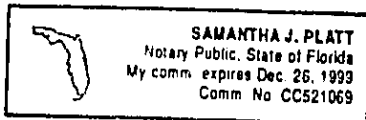
execution of these Articles of Incorporation.

IN WITNESS WHEREOF, I, BRENDA HARRIS, the undersigned
subscribing incorporator have hereunto set my hand and seal this
8th day of August, 1996, for the purpose of forming
this not for profit corporation under the laws of the State of
Florida.

Brenda Harris
X

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 8th
day of August, 1996, by Brenda Harris on
behalf of the The Apple School, INC.



Samantha J. Platt
Notary Public-State of Florida

(Print, Type or Stamp Commissioned Name of Notary Public)

Personally Known _____ OR Produced Identification ✓

Type of Identification Produced H1620-066-58-683

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

Pursuant to Florida Statutes, Section 48.091, the following is
submitted:

That desiring to organize under the laws of the State of
Florida, with its principal office, as indicated in the Articles of
Incorporation, at the City of Lakeland, County of Polk, State of
Florida, has named, Brenda Harris, M.D. 1829 E. Elm Road,
Lakeland, FL 33801, as its agent to accept service of process
within this state.

Brenda Harris

X

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-
stated corporation, at the place designated in this Certificate, I
hereby agree to act in this capacity and to comply with the
provision of said act relative to keeping open said office. I am
familiar with and accept the obligations of Florida Statutes,
§607.0505.

Brenda Harris

BRENDA HARRIS, M.D.
Registered Agent