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904-227-0300 FAX

N96000006263



PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 179498 84371A

AUTHORIZATION :

*Patricia Piziks*

COST LIMIT : \$ 122.50

ORDER DATE : December 6, 1996

ORDER TIME : 3:35 PM

ORDER NO. : 179498-005

CUSTOMER NO: 84371A

100002023071--9

CUSTOMER: David St. John, Esq  
ST. JOHN KING & DICKER

*W96-25761*

Suite 600  
500 Australian Avenue South  
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: GLENEAGLES ADOPT  
A SCHOOL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED  
96 DEC -9 PM 5:14  
TALLAHASSEE, FLORIDA  
OFFICE OF STATE

RECEIVED  
96 DEC -6 PM 4:06  
VISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 9, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: GLENEAGLES ADOPT A SCHOOL, INC.  
Ref. Number: W96000025761

We have received your document for GLENEAGLES ADOPT A SCHOOL, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman  
Document Specialist

Letter Number: 496A00055003

**RESUBMIT**

Please give original  
submission date as file date.

ARTICLES OF INCORPORATION  
OF  
GLENEAGLES ADOPT A SCHOOL, INC.

**FILED**

96 DEC -9 PM 5:14

STATE  
TALLAHASSEE, FLORIDA

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit and certify as follows:

ARTICLE I - NAME

The name of the corporation shall be GLENEAGLES ADOPT A SCHOOL, INC., and is referred to in this instrument as the Corporation. The principal address of this corporation is C/O Gleneagles Country Club, 7667 Victory Lane. Delray Beach, FL 33446.

ARTICLE II - PURPOSE

A. The Corporation is organized to promote education and community support for schools. It is formed exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 above. 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 any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III - MEMBERS

The qualifications for members and the manner of their admission shall be regulated by the Corporation's By-Laws.

ARTICLE IV - DIRECTORS

The method of election of Directors shall be as provided in the Corporation's By-Laws.

#### **ARTICLE V - BY-LAWS**

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

#### **ARTICLE VI - NON-STOCK ENTITY**

The Corporation is organized on a non-stock basis.

#### **ARTICLE VII - INDEMNIFICATION**

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon him or them in connection with any claim, proceeding, litigation or settlement in which he may become involved by reason of his being or having been a Director or officer of the Corporation. The foregoing provisions for indemnification shall apply whether or not he is a Director or officer at the time such expenses and/or liabilities are incurred. The foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer may be entitled whether by statute or common law.

#### **ARTICLE VIII - 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 of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Palm Beach County, 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 IX - AMENDMENTS**

Amendments to the Articles of Incorporation shall be adopted by a majority of the Board of Directors.

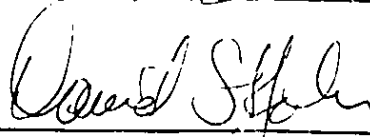
**ARTICLE X - INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is DAVID ST. JOHN, 500 Australian Avenue South, Suite 600, West Palm Beach, Florida 33401.

**ARTICLE XI - REGISTERED AGENT AND OFFICE**

The initial registered office of the corporation shall be located at 500 Australian Avenue South, Suite 600, West Palm Beach, Florida 33401. The initial Registered Agent at said address shall be DAVID ST. JOHN.

IN WITNESS WHEREOF, the subscriber to these Articles of Incorporation has hereunto affixed his seal this 5<sup>th</sup> day of December, 1996.



DAVID ST. JOHN  
REGISTERED AGENT AND INCORPORATOR

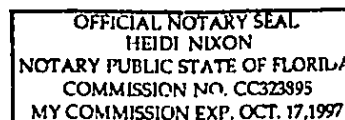
STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of December, 1996, by David St. John, as Registered Agent of Gleneagles Adopt A School, Inc. a Florida corporation, on behalf of the corporation. He or she is personally known to me or has produced \_\_\_\_\_ as identification and did take an oath.

NOTARY PUBLIC:

sign Heidi Nixon  
print Heidi Nixon

State of Florida at Large (Seal)  
My Commission Expires:



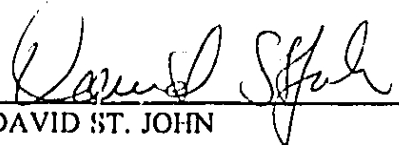
ACCEPTANCE OF DESIGNATION  
AS  
REGISTERED AGENT

FILED

96 DEC -9 PH 5: 14

SEC. OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby accept the designation as Registered Agent for service of process on Gleneagles Adopt A School, Inc.

  
DAVID ST. JOHN

SWORN TO AND SUBSCRIBED before me this 5<sup>th</sup> day of December, 1996.

NOTARY PUBLIC:

sign Heidi Nixon  
print Heidi Nixon  
State of Florida at Large (Seal)  
My Commission Expires:

99991204.ART

