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MARK A. GOTTTEL

SECRETARY OF STATE PLANNING
NATIONAL ASSOCIATION OF ESTATE PLANNERS
C.L.M. TAXATION

Secretary of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

April 1998

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*****78.75 *****78.75

Re: NEW MIDDLE SCHOOL, INC.

Dear Sir:

Enclosed is an original and one (1) copy of the Articles of Incorporation for this proposed corporation.

A check in the amount of 78.75 is enclosed to cover the registered agent fee, the filing fee and the certificate of Status.

If you find any problems with the enclosed documents, please contact the undersigned by telephone rather than returning the same.

Thank you for your attention to this matter.

Yours truly,

Alfred W. Torrence, Jr.
ALFRED W. TORRENCE, JR., ESQUIRE
THORNTON & TORRENCE, P.A.
6645 RIDGE ROAD
PORT RICHEY, FL 34668

llg
Enclosure

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FILED
98 APR 10 PM 1:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

by L. J. G.
9/13/98

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ARTICLES OF INCORPORATION

of

NEW MIDDLE SCHOOL, INC.

FILED
98 APR 10 PM 1:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, natural persons of the age of 18 years or more, acting as incorporators, adopt the following Articles of Incorporation for a corporation not for profit pursuant to Chapter 617 of the Florida Statutes.

ARTICLE 1: CORPORATE NAME AND ADDRESS

The name and address of the Corporation shall be NEW MIDDLE SCHOOL, INC., 2313 Nebraska Avenue, Palm Harbor, Florida 34683.

ARTICLE 2: CORPORATE PURPOSE

The Corporation is organized exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United State Internal Revenue law. More specifically, the Corporation is organized for the purpose of operating a co-operative school serving children through the eighth grade utilizing the Montessori method. Social, racial, religious and cultural diversity are greatly valued in the educational experience and accordingly, the school will not discriminate on the basis of race, color, religion, national or ethnic origin or on any basis prohibited by law.

ARTICLE 3: RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not for profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations. In addition thereto, the following restrictions shall pertain:

3.01 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 expenditures in furtherance of the purposes set forth in Article 2 hereof.

3.02 Activities. 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.

3.03 Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax

under section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations or the corresponding provision of any future United States Internal Revenue law, or by an organization, contributions which are deductible under Section 170 (c)(2) or such Code and regulations, or by a corporation organized under Florida Statute Chapter 617.

ARTICLE 4: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence, unless terminated by due process of law.

ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION

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 corresponding section of any future federal 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 in 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 6: MEMBER

6.01 Membership. The Corporation shall have no voting members.

ARTICLE 7: INCORPORATOR

The name and residence of the sole incorporator to these Articles of Incorporation is:

NAME

ADDRESS

CHRISTINE VARKAS NORBOM

1507 Eastlake Woodlands Pkwy.
Oldsmar, Florida 34677

ARTICLE 8: OFFICERS

8.01 Defined. The affairs of the Corporation shall be managed by a president, a secretary, and treasurer who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the bylaws.

8.02 Election. Officers of the Corporation shall be elected in the manner provided for in the bylaws. All officers shall continue to serve until the election of their successors or their resignation, whichever comes first.

8.03 Initial. The names and addresses of the officers who are to serve until the first annual meeting of the directors are:

<u>OFFICER</u>	<u>NAME</u>
PRESIDENT	CHRISTINE VARKAS NORBOM
SECRETARY	CHRISTINE VARKAS NORBOM
TREASURER	CHRISTINE VARKAS NORBOM

ARTICLE 9: BOARD OF DIRECTORS

9.01 The Corporation shall be governed by a Board of Directors each of whom shall be members of the corporation and shall be elected in the manner provided for in the bylaws. The Board of Directors may be increased or decreased as provided in the bylaws but in no case shall the number of Directors be less than three. A quorum of the board of directors shall consist of one-third of it's members.

9.02 The number of Directors constituting the initial Board of Directors is three. The names and addresses of those who are to serve as initial Directors until the first annual meeting of the Corporation and the election and qualification of their successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
CHRISTINE VARKAS NORBOM	1570 Eastlake Woodlands Pkwy. Oldamar, Florida 34677
VICKI MAY	932 Royal Birkdale Dr. Tarpon Springs, Florida 34689
MICHAEL PANETTA	2717 Seville Blvd. Clearwater, Florida 33764

ARTICLE 10: ACCEPTANCE OF GIFTS, DEVICES AND BEQUESTS; APPLICATION THEREOF

The officers or Directors of the Corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Corporation at all times reserves all rights over, interest in and control of such contributions with full discretion as to the ultimate

expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. In the event the Corporation shall be beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the Corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

ARTICLE 11: ADOPTION AND AMENDMENT OF BYLAWS

The bylaws of the Corporation shall be as adopted by the first Board of Directors. The bylaws may thereafter be amended by a majority vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed bylaw amendment is furnished to each Director at least five days prior to such meeting.

ARTICLE 12: DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.


ARTICLE 13: AMENDMENT OF ARTICLES OF INCORPORATION

Amendments of the Articles of Incorporation shall be adopted by a two-thirds vote of all directors at any regular or special meeting at which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments is furnished each member not less than ten days prior to such meeting.

ARTICLE 14: REGISTERED AGENT

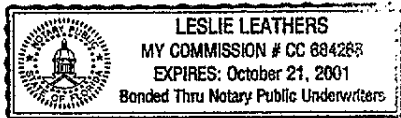
The Corporation's initial registered agent maintains offices at 6645 Ridge Road, Port Richey, Florida 34668, and the registered agent at that address shall be Alfred W. Torrence, Jr.

DATED this 2nd day of April, 1998.


CHRISTINE VARKAS NORBOM
INCORPORATOR

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 2nd day of April, 1998, by CHRISTINE VARKAS NORBOM, who is personally known to me and who did not take an oath.



Leslie Leathers

Notary Public - State of Florida
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated nonprofit corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 2nd day of April, 1998.

[Signature]

Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA