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May 22, 1998

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P. O. Box 6327
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-05/26/98-D1001-021
*****70.00 *****70.00

RE: The First Coast Independent School Foundation, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for The First Coast Independent School Foundation, Inc.

Please file the original of the Articles, and return the copy stamped "filed" to me. Enclosed is a check in the amount of \$70.00 computed as follows:

Filing Fee	\$ 35.00
Registered Agent Fee	<u>35.00</u>

TOTAL..... \$ 70.00

If you have any questions or require any additional information, please call.

Very truly yours,

Jonathan L. Hay
Jonathan L. Hay

JLH/eb
enclosures
c: Thomas C. Hilton, M.D.

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98 MAY 26 PM 2:12
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

**THE FIRST COAST INDEPENDENT
SCHOOL FOUNDATION, INC.**

FILED
98 MAY 26 PM 2:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, Chapter 617, the Florida Not-For-Profit Corporation Act, adopts the following Articles of Incorporation:

Article I

Name

Section 1.1. Name. The name of this corporation shall be The First Coast Independent School Foundation, Inc.

Article II

Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 145 Linkside Circle, Ponte Vedra Beach, Florida 32082.

Article III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful activity permitted under the laws of the United States of America and of the State of Florida for a not-for-profit corporation. It is intended that this corporation shall not engage in any activity for pecuniary profit. The primary purpose of this corporation shall initially be to operate a private educational institution for grades 1 through 12.

Section 3.2. Limitations on Actions. All of the assets and earnings shall be used exclusively for the purposes set forth herein, and no part of the net earnings of the corporation shall enure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. 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 any political campaign on behalf of any candidate for public office.

Article IV
Directors

Section 4.1. Number. This corporation shall have five (5) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than the number required by F. S. Section 617.0803(1) or successor provision.

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

D. Alvin Cash
75 San Juan Drive
Ponte Vedra Beach, Florida 32082

Holly Finchem
7160 Marsh Hawk Court
Ponte Vedra Beach, Florida 32082

Thomas C. Hilton
145 Linkside Circle
Ponte Vedra Beach, Florida 32082

Pamela Keeler
108 Teal Nest Court
Ponte Vedra Beach, Florida 32082

Daniel Macklin
118 Mills Lane
Ponte Vedra Beach, Florida 32082

Section 4.3. Election. The directors shall be elected for the term and by the method stated in the corporation's bylaws.

Section 4.4. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 4.5. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article V
Initial Registered Agent and Address

Section 5.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Thomas C. Hilton, M.D.
145 Linkside Circle
Ponte Vedra Beach, Florida 32082

Article VI
Incorporator

Section 6.1. Name and Address. The name and street address of the incorporator of this corporation is:

Thomas C. Hilton, M.D.
145 Linkside Circle
Ponte Vedra Beach, Florida 32082

Article VII
Duration

Section 7.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed.

Article VIII
Members

Section 8.1. Members. The members of the corporation shall consist of the persons designated in Article IV as the initial Board of Directors and such other persons as the Board of Directors may elect from time to time.

Article IX
Dissolution

Section 9.1. Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing the assets to such organization or organizations which, at such time, is or are qualified as an exempt organization under Section 501(c)(3) and which are described in Sections 170(b)(1)(A), 170(c), 2055(a), and 2522(a), as the Board of Directors shall determine. All section references are to the Internal Revenue Code of 1986, as amended.

Article X
Bylaws

Section 10.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the members or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the members if the members specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article XI
Amendment

Section 11.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 18 day of MAY, 1998.



THOMAS C. HILTON, M.D.

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 617.0202 and 617.0501, Florida Statutes, the following is submitted:

The First Coast Independent School Foundation, Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates Thomas C. Hilton, M.D., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 145 Linkside Circle, Ponte Vedra Beach, Florida 32082.


DATED this 18 day of MAY, 1998.



THOMAS C. HILTON, M.D.

Having been named as registered agent 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.

DATED this 18 day of MAY, 1998.



THOMAS C. HILTON, M.D.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA