

N 98 000003302

RYAN & RYAN

ATTORNEYS AT LAW
A PROFESSIONAL ASSOCIATION

11891 U.S. HIGHWAY ONE, STE. 201
NORTH PALM BEACH,
FLORIDA 33408

JAMES D. RYAN

98 JUN -5 AM 8:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
PHONE: (904) 691-1766
FAX: (904) 691-8355

March 31, 1998

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

000002548390-0
05/05/98 01017-010
****122.50 ****122.50

Re: Articles of Incorporation
M.A.S.H.O., INC.

Dear Sir/Madam:

Enclosed please find a the original and one copy of the above referenced Articles of Incorporation, along with our check in the amount of \$122.50. Also enclosed is a stamp self-addressed envelope for your convenience.

If you have any questions, please call.

Sincerely,

Linda Borders DeIorio

Linda Borders DeIorio, CLA
Certified Legal Assistant

/lbd
Enclosures

F. CHESSE JUN 9 1998

ARTICLES OF INCORPORATION
OF
M.A.S.H.O., INC.

FILED
98 JUN -5 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, desiring to form a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME AND LOCATION

The name of the corporation shall be M.A.S.H.O., Inc. For convenience, the corporation is hereinafter referred to as the "Corporation." The principal address for the Corporation shall be at 2491 Homewood Road, West Palm Beach, Florida 33406.

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Corporation are as follows:

A. The Corporation is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation. The Corporation is organized for the purpose of promoting more efficient and effective education by helping adolescents to be more prepared to learn.

B. The Corporation shall have all of the common law and

statutory powers of a corporation not-for-profit. _

C. The Corporation shall have all of the powers reasonably necessary to implement its purposes, including but not limited to, the following:

1. To carry out all the powers and duties vested in the Corporation pursuant to these Articles and the By-Laws of the Corporation;

2. To do all things necessary to carry out the operation of the Corporation as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617, Florida Statutes;

D. The Corporation is not authorized for profit, nor shall it have the power to issue certificates of stock or pay dividends, and no part of the net earnings of the Corporation shall be distributed, upon dissolution or otherwise, to any individual. The Corporation may pay compensation in reasonable amounts to its Members, Directors or officers, for services, including pensions. No compensation shall be paid to Directors for their services as Directors; however, compensation may be paid to a director in his or here capacity as an officer or employee or for services rendered to the Corporation outside of his or her duties as a Director. In such case, however, said Director shall not be permitted to vote on

said compensation. The Board of Directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees, agents or attorneys for services rendered to the Corporation.

ARTICLE III

MEMBERS AND VOTING RIGHTS

A. The qualification for Members and the manner of their admission shall be regulated by the By-Laws for this Corporation.

B. The By-laws of the Corporation shall provide for annual meetings of Members, and may make provision for regular and special meetings of Members in addition to the annual meetings. The presence at any meeting of Members, in person or by proxy, entitled to cast fifty (50%) percent of the votes shall constitute a quorum for the transaction of business.

ARTICLE IV

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V

DIRECTORS

A. Directors: The property, business and affairs of the Corporation shall be managed by a Board of Directors, which shall consist of as many persons as the Board of Directors shall from time to time determine but not less than one (1) nor more than

seven (7) persons.

B. Election and Appointment of Directors: The Director(s) of the Corporation, in accordance with any applicable provisions of the By-laws, shall serve for three (3) years or until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the Director's election, for the removal from office of any Director, for filling vacancies, and for the duties of the Director(s). If the office of any Director shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy under the procedure set forth in the By-Laws.

C. Original Board of Directors: The names and addresses of the first Board of Director(s) of the Corporation are as follows:

DAPHNE GRAD, M.S. 2491 Homewood Road
West Palm Beach, FL 33406

MONIQUE TISHY, PhD. 2491 Homewood Road
West Palm Beach, FL 33406

ARTICLE VI

OFFICERS

A. Officers: The Corporation shall have a President, Vice-President, Secretary, Treasurer, and such other officers and assistant officers and agents as the Board of Directors may from time to time deem desirable consistent with the By-Laws of the

Corporation.

B. Election and Appointment of Officers: The Officers of the Corporation, in accordance with any applicable provisions of the By-Laws, shall serve for one (1) year or until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the Officer's election, for the removal from office of Officers, for filling vacancies, and for the duties of the Officers. If any office shall become vacant for any reason, the board of Directors may elect or appoint an individual to fill such vacancy under the procedure set forth in the By-Laws. The same person may hold two or more offices.

ARTICLE VII

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-laws may be altered, amended or repealed by the Membership in the manner set forth in the By-Laws.

ARTICLE VIII

AMENDMENTS

Any amendment to these Articles of Incorporation shall require the affirmative vote of two-thirds (2/3) of all the votes of the entire Membership; provided, however, that: (a) no amendment shall make any change in the qualifications for Membership or the voting

rights of the Members without the written approval or affirmative vote of all Members of the Corporation; and (b) that these Articles shall not be amended in any manner which conflicts with the terms, covenants and provisions contained in the purposes and powers set forth in Article II.

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

To the extent permitted under Florida Law, every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement thereof to which such person may be a party or may become involved by reason of being or having been a Director or Officer of the Corporation, whether or not a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duty; provided that in the event of a settlement, the indemnification provided for herein shall apply only if and when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such

Director or Officer may be entitled under statute or common law.

ARTICLE X

TRANSACTIONS IN WHICH OFFICERS ARE INTERESTED

No contract or transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officer, or have a financial interest, shall be invalid, void or voidable solely for such reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the Corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XI

INCORPORATOR

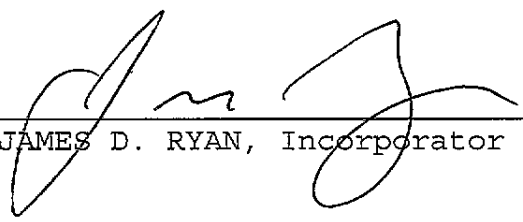
The name and address of the Incorporator of the Corporation is: JAMES D. RYAN 11891 U.S. Hwy. One, Suite #201
North Palm Beach, Florida 33408

ARTICLE XII

INITIAL PLACE OF BUSINESS, REGISTERED AGENT AND ADDRESS


The initial principal place of business and mailing address of the Corporation shall be 2491 Homewood Road, West Palm Beach, Florida 33406 or such other place, within or without the state of Florida, as may be subsequently designated by the Board of Directors. The initial registered agent shall be JAMES D. RYAN and the initial address of the registered agent shall be 11891 U.S. Highway One, Suite 201, North Palm Beach, Florida 33408.

IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand this 13th day of March, 1998


JAMES D. RYAN, Incorporator

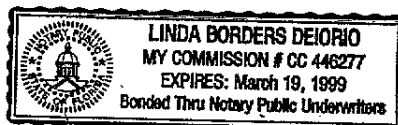
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 13th day of March, 1998.


Notary Public

Print Name _____

My Commission Expires _____

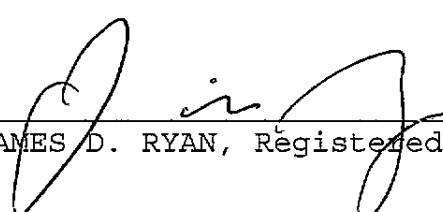


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

ACKNOWLEDGMENT:

Having been named to accept service of process for M.A.S.H.O.,
INC., at the initial registered office of the Corporation in this
State designated in its Articles of Incorporation, I hereby accept
to act in this capacity and agree to comply with the provisions of
Section §617.0501 Florida Statutes.

Dated: 3-13-98



JAMES D. RYAN, Registered Agent

FILED
98 JUN -5 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA