

1498000003525

4366 Pearl Street, #18
Marianna, Florida 32448
June 11, 1998

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

Subject: Students Are For Education, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for one hundred twenty-two dollars and fifty cents (\$122.50) for the filing fee and a certified copy. I can be reached by mail at the above address. My daytime telephone is (850) 482-5193.

Sincerely,

Thaise A. Hampton

Thaise A. Hampton

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***122.50 ***122.50

EFFECTIVE DATE
6-16-98

RECEIVED
98 JUN 17 AM 10:47
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

P. Hall

JUN 17 1998

ARTICLES OF INCORPORATION
OF
STUDENTS ARE FOR EDUCATION, INC.

FILED
98 JUN 17 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

EFFECTIVE DATE
6-16-98

The name of the corporation shall be Students Are For Education, Inc.

ARTICLE II
DURATION

The not-for-profit corporation shall commence its perpetual existence, unless dissolved pursuant to law, on the date these Articles are filed with the Secretary of State or June 16, 1998, whichever date is earlier.

ARTICLE III
PURPOSE

Section 3.1. The Corporation is organized for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literacy or educational purposes, either directly or by contributions that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Section 3.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any

of such purposes. These shall include to propose and contract charter schools and other education programs and ventures. Notwithstanding anything herein to the contrary, the Corporation shall exercise such powers only as to the furtherance of the exempt purposes of organization as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as they exist now or exist as they may be amended from time to time.

Section 3.3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

Section 3.4. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3.5. The Corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 3.6. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1986; nor shall make any taxable expenditures under Section 4944 of the Internal Revenue Code of 1986, or any corresponding provisions of any subsequent federal tax laws unless so allowed by said laws.

Section 3.7. The corporation, notwithstanding any provisions of these Articles, shall not carry on any activities not permitted to be conducted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code.

Section 3.8. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation under the meaning of Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by definition of Section 170(c)(2) of the Internal Revenue code of 1986 or any corresponding section of any future federal tax code, in manner the Board of Directors shall or has determined. Any of such assets not so

disposed of shall be disposed of by the court having proper jurisdiction to the county where the principal office of the Corporation is then located.

ARTICLE IV

MEMBERS

This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time and shall be eligible to issue Certificates of Membership.

ARTICLE V

DIRECTORS

Section 5.1. The affairs of the Corporation shall be governed by a Board of Directors, subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority of the Board present at a meeting at which a quorum of no less than two (2) of its members are present. The affirmative vote of two-thirds of the Directors at a meeting in which all Directors are present shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to: approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities; adoption of an amendment to the Articles of Incorporation or the bylaws; organization of a subsidiary, division, or affiliate by the Corporation; and, approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 5.2. The Board will hold at least one annual meeting each year which will be in September, the date of which will be set by the Bylaws. The Board may hold monthly or other meetings as set by the Bylaws, but no special meeting shall be held without prior notice to the Directors as set forth in the Bylaws. The condition of written notice for special meetings served eight (8) days in advance by mail, or five (5) days in advance by special courier or electronic photocopy facsimile, may not be amended or changed by the Bylaws.

Section 5.3. The Board may consist of seven (7) members but must have three (3) members at the initial filing of these Articles. The manner of increasing or decreasing the size of the Board will be set forth in the Bylaws. The method of electing Board members and the terms of office will be set forth in the Bylaws, but the initial Board members will serve an initial term of three (3) years each. The initial Board of Directors shall consist of the following members:

<u>Name</u>	<u>Address</u>
Thaise A. Hampton	4366 Pearl Street, #18 Marianna, Florida 32448
Carl J. Duncan	459 Inkwood Lane Tallahassee, Florida 32310-9087
Chantelle Pridgeon	4366 Pearl Street, #18 Marianna, Florida 32448

ARTICLE VI

ADDRESS

The street address of the principal office of this corporation in the State of Florida is:

4366 Pearl Street #18
Marianna, Florida 32448

The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

ARTICLE VII

REGISTERED AGENT

The registered agent, upon whom documents may be served, and address shall be:

Thaise A. Hampton
4366 Pearl Street, #18
Marianna, Florida 32448

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended in the manner herein set forth with the vote provided herein and by law.

<u>Name</u>	<u>Address</u>
Thaise A. Hampton	4366 Pearl Street, #18 Marianna, Florida 32448
Carl J. Duncan	459 Inkwood Lane Tallahassee, Florida 32310-9087
Chantelle Pridgeon	4366 Pearl Street, #18 Marianna, Florida 32448

ARTICLE VI **ADDRESS**

The street address of the principal office of this corporation in the State of Florida is:

2925 Optimist Drive
Marianna, Florida 32448

The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

ARTICLE VII **REGISTERED AGENT**

The registered agent, upon whom documents may be served, and address shall be:

Thaise A. Hampton
2925 Optimist Drive
Marianna, Florida 32448

ARTICLE VIII **AMENDMENT**

These Articles of Incorporation may be amended in the manner herein set forth with the vote provided herein and by law.

ARTICLE IX
BYLAWS

The Board of directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

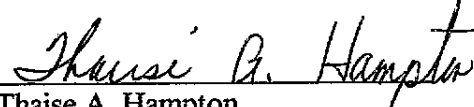
ARTICLE X
INCORPORATOR


The name and address of the incorporators of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Thaise A. Hampton	4366 Pearl Street, #18 Marianna, Florida 32448
Carl J. Duncan	459 Inkwood Lane Tallahassee, Florida 32310-9087

IN WITNESS HEREOF, the undersigned incorporators have executed these Articles of Incorporation this 4th day of June, 1998.

INCORPORATOR:


Thaise A. Hampton


Carl J. Duncan

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Students Are For Education, Inc.
2. The name and address of the registered agent and office is:

Thaise A. Hampton
2925 Optimist Drive
Marianna, Florida 32448

FILED
98 JUN 17 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and 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 complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Thaise A. Hampton
(SIGNATURE)

June 15, 1998
(DATE)