

N98000003880



ACCOUNT NO. : 072100000032

REFERENCE : 876174 4303846

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 70.00

ORDER DATE : June 30, 1998

ORDER TIME : 11:49 AM

ORDER NO. : 876174-005

CUSTOMER NO: 4303846

CUSTOMER: Hugh K. Webster, Esq
WEBSTER, CHAMBERLAIN & BEAN

1747 Pennsylvania Avenue, N.w.
Ste. 1000
Washington, DC 20006

200002577742--4

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -1 PM 3:09

DOMESTIC FILING

NAME: AWEDUCATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION (NON-PROFIT)
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

509-558
W98-15123

RECEIVED
98 JUL -1 PM 12:13
DIVISION OF CORPORATIONS
[Signature] 7/2/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -1 PM 3:09

July 1, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: AWEDUCATION, INC. (AWED) —
Ref. Number: W98000015123

We have received your document for AWEDUCATION, INC. (AWED) and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 698A00035781

RECEIVED
99 JUL -2 PM 2:38
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -1 PM 3:09

ARTICLES OF INCORPORATION

OF

AWEDUCATION, INC.

A Florida Corporation Not-For-Profit.

ARTICLE I

NAME

The name of the corporation is AWEducation, Inc.

ARTICLE II

ENABLING LAW

This corporation is organized pursuant to the Corporation Not-For-Profit Law of the State of Florida set forth in Part One of Chapter 617 of the Florida Statutes.

ARTICLE III

PURPOSE

The corporation is organized and shall be operated exclusively for educational and charitable purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code. Specifically, the corporation will operate a charter school in the State of Florida.

ARTICLE IV

TERMS

This corporation shall have a perpetual existence.

ARTICLE V

INCORPORATORS

The name and addresses of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Dr. Frank G. DeLaurier	550 NW LeJeune Road Miami, Florida 33126 (305) 443-9353
Dr. Nelson C. Wall	550 NW LeJeune Road Miami, Florida 33126 (305) 443-9353

ARTICLE VI

MEMBERSHIP

There shall be no members.

ARTICLE VII

TAX-EXEMPT STATUS

Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure 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 and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 candidates for public office.

ARTICLE VIII

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors: The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors of not less than five (5) directors. The names and addresses of the persons constituting the First Board of Directors who are to act in that capacity until the selection of their successors are:

Name and Title

Address

- | | |
|---|---|
| 1. Chairperson .- Ms. Shirley W. Bollinger | Manager -New Market Development,
ESAB Welding & Cutting Products,
801 Wilson Ave. Hanover, PA 17331 |
| 2 Vice-Chairperson ,- Mr. Robert L. Teusher | Welding Engineer, Industrial Gas
Products, 306 S Chestnut, Colorado
Springs, CO 80905 |
| 3. Director ,- Mr. William Myers | Welding Engineer, Dresser-Rand Inc.,
Turbo Products Division, PO Box
560, Paul Clark Dr. Olean, NY 14760 |
| 4, Director ,- Mr. Richard L. Arn | Manager-Welding Technology, Glunt
Machine/Mill-Right SVC, 995 N
Turner Rd, Youngstown OH 445515 |
| 5. Director ,- Mr. Ernest D. Levert | Sr. Manufacturing Engineer
Specialist, Lockheed Martin Vough
Systems, PO Box 650003, Mail Stop
L 10-03, Dallas, TX, 75265-0003 |
| 6. Treasurer ,- Mr. Amos O. Winsand | Consultant, 909 Tottenham,
Birmingham, MI 48009. |
| 7. Executive Director , Dr. Frank G. DeLaurier | Executive Director, American
Welding Society Inc. 550 NW
LeJeune Road, Miami, FL 33126 |

8. **Secretary,-** Dr. Nelson C. Wall

Deputy Executive Director Emeritus,
American Welding Society
550 NW LeJeune Road
Miami. FL 33126

B. The method of election, and removal, of the Officers and Directors shall be set forth in the Bylaws.

ARTICLE IX

LOCATION OF REGISTERED OFFICE **AND** **IDENTIFICATION OF REGISTERED AGENT**

A. The address of the corporation's principal office and initial registered office in the State of Florida is 550 NW LeJeune Road, Miami, Florida 33126.

B. The name of the corporation's initial registered agent at the above address is Dr. Nelson C. Wall.

ARTICLE X

BYLAWS

Bylaws will be hereinafter adopted at the first meeting of the Board of Directors. Such Bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein.

ARTICLE XI

AMENDMENTS OF ARTICLES

Amendments to theses Articles of Incorporation may be made by the Board of Directors.

ARTICLE XII

DISSOLUTION

Upon dissolution of the corporation, after payment or making provision for payment of debts, all remaining assets shall be distributed to an organization or organizations then exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provision of any future federal tax code. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for educational purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The undersigned constituting the subscribers of this corporation, for the purpose of forming the corporation not-for-profit under the laws of the State of Florida, have executed these Articles of Incorporation this 4 th day of June, 1998.


Dr. Frank G. DeLaunier


Dr. Nelson C. Wall

STATE OF FLORIDA)

) ss

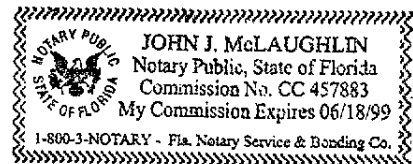
COUNTRY OF DATE)

Before me, the undersigned authority, personally appeared Frank G. DeLaurier, to me well-known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 4th day of JUNE, 1998


Notary Public, State of Florida

My Commission Expires:



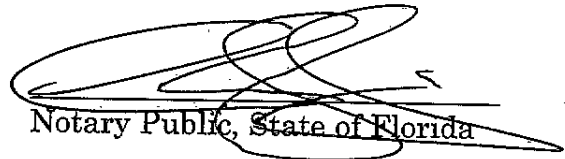
STATE OF FLORIDA)

) ss

COUNTRY OF DATE)

Before me, the undersigned authority, personally appeared Nelson C. Wall, to me well-known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 4th day of JUNE, 1998


Notary Public, State of Florida

My Commission Expires:



ACKNOWLEDGMENT

The undersigned, having been named Registered Agent to accept service of process for AWEducation, Inc., at the place designated in the Articles of Incorporation, hereby agrees to act in this capacity and agrees to comply with the provisions of the laws of the State of Florida, relative to keeping open said office.


Nelson C. Wall
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -1 PM 3:09