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NAME: PCAC, INC.

AUDIT NUMBER.....H98000013153

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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**ARTICLES OF INCORPORATION
OF
PCAC, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida Not For Profit Corporation Act, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is PCAC, Inc. and the street address of the initial principal office of the Corporation is 1501 N.E. 62nd Street, Fort Lauderdale, FL 33334-5199.

ARTICLE II

EFFECTIVE DATE

This Corporation is organized effective as of July 15, 1998.

ARTICLE III

PURPOSE

The Corporation is organized to operate exclusively as a title holding corporation, within the meaning of Section 501(c)(2) of the Internal Revenue Code of 1986, as amended ("Code"), to hold title to certain real and personal property for an institution that is an exempt organization under Section 501(c)(3) of the Code. The exempt institution is Pinecrest Preparatory School Inc., and shall hereinafter be referred to as the Institution.

PREPARED BY: William T. Coleman, Esquire - Fla. Bar No. 136415
100 N.E. Third Avenue, Suite 1100
Fort Lauderdale, FL 33301
(954) 462-3300

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ARTICLE IVPOWERS

4.1 The Corporation shall possess and exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation.

4.2 The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to or enure to the benefit of any member of the Board of Directors, officer or any private individual.

4.2-1 No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

4.2-2 Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(2) of the Code and its Treasury Regulations as they now exist or as they may hereafter be promulgated or amended, or (ii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE VNONSTOCK/NONMEMBERSHIP CORPORATION

The Corporation shall be organized as a nonstock corporation and shall have no members.

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ARTICLE VI

TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The Institution shall designate and appoint the Board of Directors of the Corporation.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) members of the Board of Directors to hold office until the first meeting of the members of the Board of Directors and their successors shall have been duly elected and qualified. The following persons shall constitute the initial members of the Board of Directors the Corporation:

<u>Name</u>	<u>Address</u>
Dr. Lourdes M. Cowgill	1501 N.E. 62nd Street Fort Lauderdale, FL 33334-5199
William Grinditch	923 Hillsboro Mile Pompano Beach, FL 33062
Dennis Smith	2356 N.E. 28th Court Lighthouse Point, FL 33064

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ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office and the name of its initial registered agent at such address are:

Name

Address

EMO Corporate Services, Inc.

100 N.E. 3 Avenue, Suite 1100
Fort Lauderdale, FL 33301

ARTICLE X

INCORPORATOR

The name and address of the undersigned Incorporator is:

Name

Address

Daniel P.J. O'Connor

100 N.E. Third Avenue, Suite 1100
Fort Lauderdale, FL 33301

ARTICLE XI

BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of the Corporation shall be vested solely in the Board of Directors of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

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ARTICLE XIIDISSOLUTION

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to the Institution.

ARTICLE XIIIGENERAL

The Corporation sole purpose for the Corporation is to hold title to real property for the benefit of the Institution. The Corporation shall not engage in an activity which will jeopardize its status as a tax exempt organization under Section 501(c)(2) of the Code and its Treasury Regulations or as a not for profit corporation under Florida law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of July, 1998.


Daniel P.J. O'Connor Incorporator

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 15th day of July, 1998, by Daniel P.J. O'Connor, Incorporator, who is personally known to me and who did take an oath.


Notary Public

My Commission Expires:

Commission Number:



JANET QUINN
MY COMMISSION # 00406878 EXPIRES
October 10, 1998
BONDED TRUITY FARM INSURANCE, INC.

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the initial Registered Agent of PCAC,
Inc. as made in the foregoing Articles of Incorporation.

Dated: July 15, 1998

EMO Corporate Services, Inc.

By: Debra H. Chrystie, Asst. Sec.
Signature

Debra H. Chrystie
Print Name

Assistant Secretary
Print Title

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