

N9800004181

Education Transformation, Inc.
3015 Drema Drive
St. Cloud, FL 34769

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUL 16 PM 1:23

July 14, 1998

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

600002590466--9
-07/16/98--01029--018
*****70.00 *****70.00

SUBJECT: Corporate Name

Enclosed is an original and one copy of the non-profit articles of incorporation and our check for \$70.00 to cover your filing fees for the above-captioned corporation.

Please stamp a our copy of the Articles with the date received by your office and return them to me in the self-addressed/stamped envelope enclosed.

Thanking you in advance,



Carl Beekman, Ph.D.
3015 Drema Drive
St. Cloud, FL 34769

407-957-2731

Stephanie Fraser - Beekman GAVE
AUTHORIZATION BY PHONE TO
CORRECT *R/A Accept*
DATE *7/30/98*
DOC. EXAM *Douglas Brown*

D. BROWN JUL 20 1998

**ARTICLES OF INCORPORATION
OF
EDUCATION TRANSFORMATION, INC.**

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ARTICLE I

NAME / PRINCIPAL OFFICE

The name of the organization shall be Education Transformation, Inc., located at 3015 Drema Drive, St. Cloud, FL 34769.

ARTICLE II

PURPOSE

This corporation is organized exclusively for educational purposes, more specifically to empower a local School district and/or a community to facilitate a systemic change in education for all learners. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III

EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate

in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE IV

DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE V

MEMBERSHIP/BOARD OF DIRECTORS

The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The number of Directors constituting the first Board of Directors is 10, their names and addresses being as follows:

Name Address

Carl Beekman, Ph.D.
3015 Drema Drive
St. Cloud, FL 34769
Work: 407-957-2731
Fax: 407-957-2831
Home: 407-957-2581
E-mail: Wolfcarl@aol.com

Stephanie M. Fraser-Beekman, ABD
Creative Teaching & Learning Styles
3015 Drema Drive
St. Cloud, FL 34769
Work: 407-957-2731
Fax: 407-957-2831
Home: 407-957-2581
E-mail: StephFr@aol.com

Kathy Gregg, Ph.D.
Assistant Principal
Northeast High School
Experiential Education
10587 114th Ave. N.
Largo, FL 33773
Home: 813-399-8498
E-mail: kgregg@mindspring.com

Jim Hess
Account Executive
Computer Consultants & Merchants, Inc.
1835 Willingham Way
Kissimmee, FL 34744
Home: 407-847-9350
E-mail: jim@ccm2.com

Michael Laibe, Ph.D.
President
The Worthington Group
12277 E. Bates Circle
Aurora, CO 80014, CO
Home: 303-671-0799
E-mail: mikelaibe@aol.com

Susan Murray Lynn, CPA, PA
300 Magnolia Ave.
Suite A
Merritt Island, FL 32952
Work: 407-452-2771
Home: 407-453-2113
FAX: 407-452-4855
E-mail: slcpa@iu.net

Tammy Roehrick
Research Specialist/Grant Mgt.
Osceola County School District
2776 Whisper Lakes Club Circle
Orlando, FL 32837
Home: 407-859-1718
Work: 407-870-4058
FAX: 407-870-4063
E-Mail: roehrick@osceola.k12.fl.us

Zina Schubert
Project Development Specialist/Grant Mgt.
Osceola County School District
2322 Irlo Court
Kissimmee, FL 34741-2188
Home: 407-846-6763
Work: 407-870-4058
FAX: 407-870-4063
E-Mail: schuberz@osceola.k12.fl.us

Erin Shaw
Student
486 Gateway Drive
Merritt Island, FL 32952
Home: 407-452-2500
E-Mail: shawc@msn.com

Ed Wyland
Networking Specialist
1126 Monroe Ave.
St. Cloud, FL 34769-6716
Home: 407-957-2612
FAX: 407-891-0962
E-Mail: smarts2k@magicnet.net

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VI -- ELECTION OF OFFICERS

Within 60 days of filing with the State Department, four Officers will be elected by majority vote at the address of the incorporators, as stated in the bylaws.

ARTICLE VII -- PERSONAL LIABILITY

No Board officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be July 1st through June 30th. Annual reports are required to be submitted to the Board showing income,

expenditures and pending income. The financial records of the organization are public information and shall be made available to the Board members and the public.

ARTICLE VIII

AMENDMENTS

These Bylaws may be amended when necessary by a majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.


These Bylaws were approved by the Board of Directors of Education Transformation, Inc. on July 13, 1998.

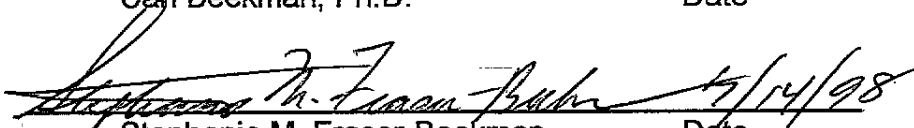
ARTICLE IX

INCORPORATOR(S)

The incorporators of this corporation are: Carl Beekman, Ph.D. and Stephanie M. Fraser-Beekman, 3015 Drema Drive, St. Cloud, FL 34769.

The undersigned incorporators certify that they execute these articles for the purposes herein stated.

Signature & Date

Carl Beekman, Ph.D. 7-14-98
Date



Stephanie M. Fraser-Beekman 7/14/98
Date

ARTICLE X -- REGISTERED AGENT

Carl Beekman, Ph.D.
3015 Drema Drive
St. Cloud, FL 34769

I UNDERSTAND AND ACCEPT THE DUTIES AND
RESPONSIBILITIES AS REGISTERED AGENT FOR
THE ABOVE CORPORATION.

Signature & Date of Registered Agent:


Carl Beekman, Ph.D. 7-14-98
Date

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