



THE UNITED STATES  
CORPORATION  
COMPANY

N 98000004568

ACCOUNT NO. : 072100000032

REFERENCE : 919892 3955F

AUTHORIZATION :

*Patricia Piguet*

COST LIMIT : \$ 131.25

ORDER DATE : August 7, 1998

ORDER TIME : 12:16 PM

ORDER NO. : 919892-005

CUSTOMER NO: 3955F

CUSTOMER: Ms. Beth Gdanski  
ECKERT SEAMANS CHERIN &  
MELLOTT, LC  
The Plaza, Suite 902  
5355 Town Center Road  
Boca Raton, FL 33486

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG -7 AM 8:32

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
98 AUG -7 PM 1:00

DOMESTIC FILING

NAME: MSCD CHARITABLE FOUNDATION,  
INC.

EFFECTIVE DATE:

100002610861--2

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: \_\_\_\_\_

8-10  
WS

**ARTICLES OF INCORPORATION  
OF  
MSCD CHARITABLE FOUNDATION, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

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FIRST: The name of the corporation is "MSCD CHARITABLE FOUNDATION, INC." (the "Corporation").

SECOND: The address of the initial registered office of the Corporation and the principal place of business and mailing address in the State of Florida is Eckert Seamans Cherin & Mellott, LLC, The Plaza Suite 902, 5355 Town Center Road, Boca Raton, FL 33486, and the name of the initial registered agent of the Corporation at that address is Jerome L. Wolf, Esq.

THIRD: (a) The Corporation is formed under the Florida Not-For-Profit Corporation Act, as amended, and is organized and operated exclusively for the purpose of supporting and carrying on activities of a charitable, religious, scientific, educational or literary nature within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Service law (hereinafter referred to as the "Code"). In furtherance of these purposes, the Corporation shall support the North Cobb Christian School, Inc. by performing the following activities, including, but not limited to buying, managing, administrating and directing the purchase of land for the building and operation of a private school for children, that will promote education for the benefit of the children and the community of Cobb County, Georgia;

(b) Notwithstanding any provision of these Articles, the Corporation shall not support or engage in any program or activity not permitted to be carried on by a corporation

exempt from Federal income tax under Section 501(c)(3) of the Code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

FOURTH: In furtherance of the purposes set forth in Article THIRD above, the Corporation shall have all of the powers created by law, including, but not limited to, the power to accept gifts, grants, devises, bequests of funds, or any other property from any public or governmental bodies and any private persons who shall include, but not be limited to, private and public foundations, corporations and individuals.

FIFTH: The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 above.

SIXTH: The Corporation shall have perpetual existence.

SEVENTH: The Corporation shall be organized upon a non-stock basis.

EIGHTH: The Corporation will have no members.

NINTH: The name and address of the incorporator is as follows:

*Jerome L. Wolf, Esquire  
Eckert Seamans Cherin & Mellott, LLC  
The Plaza, Suite 902  
5355 Town Center Road  
Boca Raton, Florida 33486*

TENTH: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as may be permitted under Section 501(c)(3) or 501(h) of the Code), and the Corporation shall not participate in, or

intervene in, directly or indirectly (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

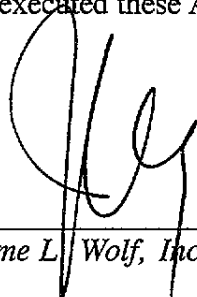
ELEVENTH: Upon dissolution of the Corporation or the winding up of its affairs, the Directors shall, after making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organizations which are described in Section 501(c)(3) of the Code, as the Directors shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located to such organizations described in Section 501(c)(3) of the Code.

TWELFTH: The Corporation shall initially have three (3) directors to hold office until their successors have been duly appointed and qualified, or until their earlier resignation, removal from office or death. The manner of appointment shall be in accordance with the bylaws. The number of directors may be either increased or decreased from time to time in accordance with the bylaws of the Corporation, but at no time shall there be less than three (3) directors. The initial directors of the Corporation shall be appointed by the Incorporator, one of who must also be a member of the board of directors of the North Cobb Christian School, Inc.

THIRTEENTH: The bylaws of this Corporation may be adopted, altered or rescinded by a unanimous vote of the Directors. The bylaws may contain provisions for the regulation and management of the affairs of the Corporation not inconsistent with the law or the Articles of Incorporation.

FOURTEENTH: These Articles of Incorporation may be amended only by unanimous vote of the Directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of August, 1998.



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*Jerome L. Wolf, Incorporator*

STATE OF FLORIDA

)

) ss:

COUNTY OF BROWARD

)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Jerome L. Wolf, who is personally known to me or who has produced \_\_\_\_\_ as identification and who ~~DID~~/DID NOT take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of August, 1998.

Beth Gdanski

Notary Public

State of Florida at Large

\_\_\_\_\_  
Typed, printed or stamped name of Notary

My Commission Expires:



ACCEPTANCE OF DESIGNATION  
AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of MSCD CHARITABLE  
FOUNDATION, INC., as made in the foregoing Articles of Incorporation.

DATED: August 5, 1998

By: \_\_\_\_\_

Jerome L. Wolf

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