

MARY C. SORRELL

Professional Association
Attorney and Counselor at Law

N98000006054

Order of The Coif

GENERAL CIVIL LITIGATION
BUSINESS, CORPORATE AND REAL ESTATE

October 13, 1998

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

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-10/16/98--01039--003
*****87.50 *****87.50

Re: The Foundation Academy, Inc.

Dear Sir or Madam:

Please find enclosed for filing (1) the Restated and Amended Articles of Incorporation of the Foundation Academy, Inc., which were approved by Judge Weatherby, Circuit Court Judge, Fourth Judicial Circuit, in and for Duval County, Florida, (2) the Articles of Amendment to Restated and Amended Articles of Incorporation and (3) President Certificate pursuant to F. S. §607,1007(4) for said corporation, together with a check in the amount of \$87.50 in payment of the following fees:

Filing Fee of
Restated and Amended Articles
of Incorporation: \$35.00

Filing Fee of
Articles of Amendment to
Restated and Amended Articles
of Incorporation: \$35.00

Certified Copy of
Restated and Amended Articles
of Incorporation: \$ 8.75

Certified Copy of Articles of
Amendment to Restated
and Amended Articles
of Incorporation: \$ 8.75
\$87.50

FILED
98 OCT 16 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

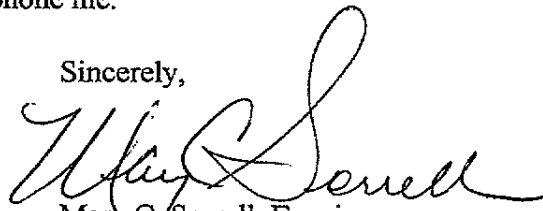
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Secretary of State
Division of Corporations
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-Page Two-

Also enclosed is a copy of the Judgment Approving Conversion from For Profit to Not For Profit Corporation entered by Judge Weatherby, along with a copy of Section 617.1806 of the Florida Statutes regarding the requirements to convert a corporation from a Florida for profit corporation to a Florida not for profit corporation.

Please acknowledge receipt and filing of the above documents by execution and return of the enclosed copy of this letter. In the meantime, should you need anything further and/or have any questions, please do not hesitate to telephone me.

Sincerely,



Mary C. Sorrell, Esquire

Received and Acknowledged by:

For the Secretary of State
Division of Corporations

MCS/tjw
Enclosures (6)

MARY C. SORRELL

Professional Association
Attorney and Counselor at Law

Order of The Coif

GENERAL CIVIL LITIGATION
BUSINESS, CORPORATE AND REAL ESTATE

October 21, 1998

VIA FEDERAL EXPRESS.
OVERNIGHT DELIVERY

Ms. Beth Register
Division of Corporations
Secretary of State, State of Florida
409 E. Gaines Street
Tallahassee, FL 32399

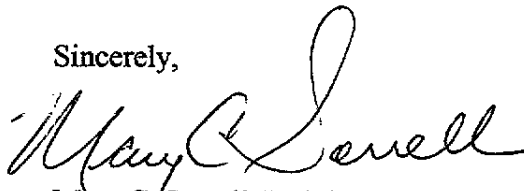
Re: The Foundation Academy, Inc.
Conversion from Profit to Non-Profit

Dear Beth:

Pursuant to our telephone conversation yesterday, I am forwarding to you a new page 5. to the Articles of Incorporation of the Foundation Academy, Inc. I am also enclosing a new first page which deletes reference to "Restated and Amended" as such refers to the articles. Also enclosed is an executed Registered Agent Acceptance.

I appreciate your attention to this foregoing. Please call me should you need anything further.

Sincerely,



Mary C. Sorrell, Esquire

MCS/tjw
Enclosures (3)

IN THE CIRCUIT COURT, FOURTH
JUDICIAL CIRCUIT, IN AND FOR
DUVAL COUNTY, FLORIDA

CASE NO.: 98-05105 CA
DIVISION:

DIVISION CV-H

THE FOUNDATION ACADEMY, INC.,
p/k/a THE FOUNDATION SCHOOL, INC.,
a Florida for profit corporation,

Petitioner.

FILED
98 OCT 16 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**JUDGMENT APPROVING CONVERSION FROM
FOR PROFIT TO NOT FOR PROFIT CORPORATION**

Petitioner, The Foundation Academy, Inc., filed its Petition to convert the nature of The Foundation Academy, Inc. from a Florida for profit corporation to a Florida not for profit corporation on Sept. 21, 1998, with proposed Restated Articles of Incorporation attached thereto.

This Court finds that the Petition and the Restated Articles of Incorporation are in proper form.

IT IS THEREFORE ADJUDGED AND ORDERED that Petitioner, The Foundation Academy, Inc., be converted in form from a Florida for profit corporation to a Florida not for profit corporation under the laws of this state.

IT IS FURTHER ADJUDGED AND ORDERED that all of the property of The Foundation Academy, Inc. become the property of the successor not for profit corporation,

subject to all indebtedness and liabilities of the petitioning corporation.

ORDERED in Jacksonville, Florida on ~~ORDER ENTERED~~ , 19 .

OCT 06 1998

/s/ Michael R. Weatherby

Circuit Court Judge

Copies to:

Mary C. Sorrell, Esquire
Counsel for Petitioner
2275 Atlantic Blvd., Ste. 200
Neptune Beach, FL 32266

88617.1807

Approved this 6 day of October, 1998; provided however, that all of the property of the petitioning corporation shall become the property of the successor corporation not for profit, subject to all indebtedness and liabilities of the petitioning corporation.

Michael D. Westney
Circuit Court Judge

ARTICLES OF INCORPORATION OF
THE FOUNDATION ACADEMY, INC., A
FLORIDA NOT FOR PROFIT CORPORATION

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

ARTICLE I
NAME

The name of this corporation is The Foundation Academy, Inc.

ARTICLE II
SPECIFIC AND GENERAL PURPOSE

The corporation is a non-profit corporation. Its specific and general purpose, and specific limitations are:

A. The specific and primary purpose for which this corporation is formed is to carry on educational activities by conducting a primary not for profit school that maintains a regularly scheduled curriculum, a regular facility, and a regularly enrolled student body in attendance at a place where the educational activities of same are regularly carried on.

B. The general purpose for which this corporation is formed is to operate exclusively for such educational purposes as will qualify it as an exempt educational organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

C. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

D. This corporation has, and shall continue to have, a racially nondiscriminatory policy as to students and shall not discriminate against applicants and students on the basis of race, color or national or ethnic origins. This policy shall mean that the school referenced hereinabove shall continue to admit students of any race to all the rights, privileges, programs, and activities generally accorded or made available to students at such school and that such school shall not discriminate on the basis of race in administering its educational policies, admission policies, scholarships or loan programs, and athletic and other school administered programs.

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98 OCT 16 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III
DURATION

The corporation shall have perpetual duration.

ARTICLE IV
MEMBERSHIP

The corporation may have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments as well as the method of collection thereof, shall be set forth in the bylaws.

ARTICLE V
REGISTERED OFFICE; REGISTERED AGENT

The street address of the initial registered office of the corporation is 2275 Atlantic Boulevard, Suite 200, City of Neptune Beach, County of Duval, State of Florida. The name of the initial registered agent at such address is Mary C. Sorrell, Esquire.

ARTICLE VI
BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by the board of directors. The number of directors of the corporation shall never be less than three (3); provided, however, that such number may be increased by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named in this certificate of incorporation as the first board of directors shall hold office until the first meeting of the board of directors, to be held on September 11, 1999, at 10:00 a.m., at 2275 Atlantic Boulevard, Neptune Beach, Florida 32266, at which time an election of directors shall be held.

Directors elected at the first annual meeting of the board of directors, and at all times thereafter, shall serve for a term of six years until the sixth annual meeting of the board of directors following the election of directors and until the qualification of the successors in office. Such annual meetings shall be held at 10:00 a.m., on the first day of August of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to be served as the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Nadia Hionides	47 11th Street Atlantic Beach, FL 32233
Janis Dicht	7805 Gayl Road Celttenham, PA 19012
Mary C. Sorrell, Esquire	1415 Indian Woods Drive Neptune Beach, FL 32266
Donna Perry	1521 Inverness Road Fernandina Beach, FL 32034

ARTICLE VII **INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
Mary C. Sorrell, Esquire	2275 Atlantic Boulevard, Ste. 200 Neptune Beach, FL 32266

ARTICLE VIII

OFFICERS

The board of directors shall elect the following officers: President, Vice-President, Treasurer, and Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Nadia Hionides	President/Treasurer	47th 11th Street Atlantic Beach, FL 32233
Chris Hionides	Vice-President and Asst. Treasurer	47th 11th Street Atlantic Beach, FL 32233
Mary C. Sorrell	Secretary	1415 Indian Woods Drive Neptune Beach, FL 32266

ARTICLE IX

MODIFICATION OF BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the laws of the State of Florida, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

SECTION X

DEDICATION OF PROPERTY

The property of this corporation is irrevocably dedicated to those purposes set forth in Article II hereinabove, and no part of the net income or assets of this corporation shall ever insure to the benefit of any director, officer, or member of this corporation, or to the benefit of any private individual.

SECTION XI
DISTRIBUTION UPON OF DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

SECTION XII
AMENDMENT

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of a majority of the board of directors of the corporation.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this non-profit charitable corporation under the laws of the State of Florida, have executed these articles of incorporation on September 18, 1998.

INCORPORATOR:


Mary C. Sorrell


STATE OF FLORIDA:
COUNTY OF DUVAL:

BEFORE ME personally appeared **Mary C. Sorrell**, to be well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation of **The Foundation Academy, Inc.**, and acknowledged before me that she signed such Restated Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and official seal at Neptune Beach, Duval County, Florida, this 18th day of September, 1998.



"OFFICIAL SEAL"
Tera Whitmore
My Commission Expires 5/21/99
Commission #CC 465773


Notary Public, State of Florida
Printed Name: Tera Whitmore
Commission No: 716573
My Commission Expires: 5/21/99

APPOINTMENT OF REGISTERED AGENT FOR CORPORATION

ACCEPTANCE OF APPOINTMENT

FILED
98 OCT 16 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Department of State
Tallahassee, Florida 32304

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

1. **The Foundation Academy, Inc.** with its place of business at 107 3rd Avenue, South, Jacksonville Beach, Florida 32250, has named **Mary C. Sorrell, Esquire**, located at 2275 Atlantic Boulevard, Ste. 200, Neptune Beach, Florida 32266, as its agent to accept service of process within the State.

DATED this 10th day of September, 1998.

THE FOUNDATION ACADEMY, INC.

By: Nadia Hionides
Nadia Hionides, President

Having been named to accept service of process for the above-stated Corporation, at the place designated in the Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 of the Florida General Corporation Act.

Dated this 10th day of September, 1998.

Mary C. Sorrell
(Mary C. Sorrell, Esquire
Registered Agent