

Division of Corporations

Page 1 of 1

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FLORIDA NON-PROFIT CORPORATION**Jupiter Academy For The Arts & Sciences, Inc.**

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**ARTICLES OF INCORPORATION
OF
JUPITER ACADEMY FOR THE ARTS & SCIENCES, INC.
A CORPORATION NOT FOR PROFIT**

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The undersigned does hereby execute these Articles of Incorporation for the purposes of forming a not for profit corporation pursuant to the Florida Corporations Not For Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE I

CORPORATE NAME

The name of the corporation is:

JUPITER ACADEMY FOR THE ARTS & SCIENCES, INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401.

ARTICLE III

PURPOSES

The specific and primary purposes for which the Corporation is organized are:

(a) For the advancement of charitable, educational and scientific purposes, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

H98000020857 2

Domenick R. Lioce, Esq. (FL Bar No. 284556)
1645 Palm Beach Lakes Blvd., Suite 1200
West Palm Beach, FL 33401
Phone: (561) 686-3307

H98000020857 2

(b) To operate exclusively in any other manner for such charitable, educational and scientific purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE IV

MEMBERSHIP

The Corporation shall have no members and shall not issue stock.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address and city of the initial registered agent of the Corporation is 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401 and the name of the registered agent at such address is Domenick R. Lioce.

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors who shall initially be those persons named by resolution adopted by the Corporation and whose replacements shall thereafter be named by the remaining members of the Board of Directors as provided in the Bylaws. The number of Directors of the Corporation shall be established and regulated by the Bylaws.

ARTICLE VII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted

H98000020857 2

by the Board of Directors in the manner set forth in the Bylaws of this Corporation.

ARTICLE VIII

EARNINGS AND ACTIVITIES OF THE CORPORATION

(A) 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 as set forth in Article III hereof.

(B) 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 any candidate for public office.

(C) Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(D) Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE IX

DEDICATION OF ASSETS

No part of the net income or assets of the Corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private individual (except that the Corporation

H98000020857 2

may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no Director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

ARTICLE X

DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all 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 organization or organizations organized and operated exclusively for charitable, educational, or social service purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the Corporation, 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

H98000020857 2

Directors, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XII

INCORPORATOR

The name and address of the Incorporator of this Corporation is as follows:

Domenick R. Lioce
1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, Florida 33401

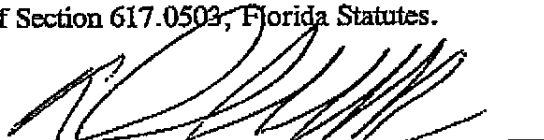
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The undersigned, being the Incorporator of this Corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 10th day of November, 1998.


Domenick R. Lioce, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all the Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0503, Florida Statutes.


Domenick R. Lioce, Registered Agent