

N 980000006809

NEW ORLEANS

HOUSTON

LONDON

BOGOTA

Gerhardt A. Schreiber,
Direct Line (305) 445-7902
E-mail gschreib@ricefowler.com

**RICE
FOWLER**

A LIMITED LIABILITY COMPANY

COUNSELLORS AT LAW

2222 PONCE DE LEON BLVD.
PENTHOUSE SUITE
CORAL GABLES, FLORIDA 33134
(305) 445-8881
TELECOPIER (305) 445-6761

CARACAS

GUATEMALA CITY

MEXICO CITY

MONTREAL

SAN JOSE

SAN JUAN

SAN PEDRO SULA

SAN SALVADOR

SAO PAULO

INDEPENDENT
CORRESPONDENT
OFFICES

November 16, 1998

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

4000002701184--6
-12/03/98--01013--001
*****78.75 *****78.75

Re: Articles of Incorporation of Florida Schoolhouse Developers JV, II, Inc.

Dear Sir/Madame:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-captioned corporation and a check in the amount of \$78.75. **Please be advised that the above-named corporation has the same owners and directors as Florida School House Developers Joint Venture, Inc.**

Kindly file same and return the date-stamped copy in the stamped, self-addressed envelope provided herewith.

Very truly yours,

RICE FOWLER, L.C.

By: 

Ileana M. Costoya
Secretary to Gerhardt A. Schreiber

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/03/98
nm

**ARTICLES OF INCORPORATION
OF
FLORIDA SCHOOLHOUSE DEVELOPERS JV II, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the **Florida Not for Profit Corporation Act**, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be:

FLORIDA SCHOOLHOUSE DEVELOPERS JV II, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

5960 SW 57th Avenue
Miami, Florida 33143

**ARTICLE III
PURPOSE**

The purpose of the corporation shall be exclusively to finance, plan, design and build an educational complex, charter school, and all other lawful acts within the meaning of section 501(C)(3) of the Internal Revenue Code. Said corporation is organized exclusively for charitable, educational, religious, or scientific purposes, within the meaning of section 501(C)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

**ARTICLE IV
ELECTIONS DIRECTORS**

The directors shall be elected as state in the corporate by-laws.

**ARTICLE V
REGISTERED AGENT**

The name and street address of the initial registered agent is:

Gerhardt A. Schreiber, Esquire
RICE FOWLER, L.C.
2222 Ponce de Leon Blvd.
Penthouse Suite
Coral Gables, Florida 33134

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TALLAHASSEE, FLORIDA

**ARTICLE VI
STOCK**

This corporation is organized under a NON-STOCK basis.

**ARTICLE VII
NET EARNINGS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private person,, except that said corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying out 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 or in opposition to any candidate for public of office.

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 (or corresponding section of any future Federal tax code).

**ARTICLE VIII
DISSOLUTION**

Upon dissolution of this corporation's assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious, scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government for public purpose.

**ARTICLE IX
INCORPORATOR(S)**

The name and street address of the incorporator to these Articles of Incorporation is:

Mary Lou Rodon-Alvarez
2222 Ponce de Leon Blvd.
Penthouse Floor
Coral Gables, Florida 33134

The undersigned has executed these Articles of Incorporation this 17TH day of November, 1998.



Signature/Title

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

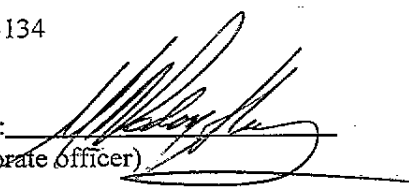
Pursuant to the provisions of section 607.0501, Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

FLORIDA SCHOOLHOUSE DEVELOPERS JV II, INC.

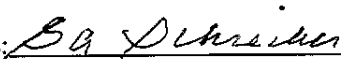
2. The name and address of the registered agent and office is:

Gerhardt A. Schreiber, Esquire
RICE FOWLER, L.C.
2222 Ponce de Leon Blvd.
Penthouse Suite
Coral Gables, Florida 33134

SIGNATURE: 
(corporate officer)

DATE: November 17, 1998.

HAVING BEEN NAME AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 
DATE: November 17, 1998

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TALLAHASSEE, FLORIDA