



N99000000448

ACCOUNT NO. : 072100000032

REFERENCE : 110521 1299A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 25, 1999

ORDER TIME : 11:39 AM

ORDER NO. : 110521-005

000002753850--3

-01/25/99--01127--003

*****78.75 *****78.75

CUSTOMER NO: 1299A

CUSTOMER: Scott M. Covell, Esq
CLARK PARTINGTON HART LARRY
CLARK PARTINGTON HART LARRY
Suite 800
125 West Romana Street
Pensacola, FL 32501

DOMESTIC FILING

NAME: MIAMI-DADE ACADEMY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

g 1/25/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 25 PM 6:08

DIVISION OF CORPORATION

99 JAN 25 PM 1:41

RECEIVED

EFFECTIVE DATE

01/22/99

**ARTICLES OF INCORPORATION OF
MIAMI-DADE ACADEMY, INC.
A CORPORATION NOT FOR PROFIT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 25 PM 6:08

The undersigned individual, desiring to form a corporation not for profit under the provisions of Chapter 617, Florida Statutes, hereby subscribes to the following Articles of Incorporation:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation is MIAMI-DADE ACADEMY, INC. The street address and mailing address of the initial principal office of the corporation is: 1982 Lewis Turner Boulevard, Suite C; Fort Walton, Florida 32547.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized shall be as follows:

(a) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for educational purposes. The corporation shall be specifically authorized to pursue its educational purposes by directly operating or establishing charter schools in the Miami-Dade County region of the state of Florida. It is specifically intended that the corporation be permitted to conduct activities constituting the educational purposes for which it is organized including the acquisition of materials, labor and facilities to establish the charter schools and their operation. Provided, however, such activities must be consistent with the educational purposes of the corporation and must be in accordance with the

other provisions of these articles and the bylaws of the corporation.

(b) No part of the net earnings of the corporation shall inure to the benefit of any trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in effecting one or more of its purposes), and no trustee or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The corporation shall distribute or apply its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue

Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

ARTICLE III - MEMBERSHIP

This corporation shall have no members.

ARTICLE IV - TERM OF EXISTENCE AND COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall have perpetual existence. The date for commencement of this corporation's existence shall be January 22, 1999.

ARTICLE V - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are as follows:

Scott M. Covell
1941 Seville Drive
Pensacola, FL 32503

ARTICLE VI - OFFICERS

The corporation shall have such officers as the Board of Trustees of the corporation shall, in its discretion, determine necessary or appropriate to accomplish the objectives of the corporation. The officers shall be appointed by the Board of Trustees at the annual meeting of the Board of Trustees.

ARTICLE VII - BOARD OF TRUSTEES

The affairs of this corporation not for profit shall be managed by a Board of Trustees. The trustees shall elect successor trustees at the annual meeting of the corporation. Trustees are eligible for re-election. The trustees shall have full power to elect trustees, to fill vacancies in office, or to fill the office of any trustee who may resign, die, become disabled, or refuse to act. The majority vote of the trustees present at a meeting at which there is a quorum shall be sufficient for the taking of any action within the power of the corporation, except as otherwise provided in these Articles of Incorporation, the corporate bylaws or by law.

This corporation shall have three (3) trustees initially. The number of trustees may be either increased or decreased from time to time consistent with the bylaws but shall never be less than three (3). The names and addresses of the initial trustees of this corporation are:

Jerry White
111 Star Drive
Fort Walton Beach, FL 32547

Dr. Frank Wittwer
8690 Scenic Hills Drive
Pensacola, FL 32514

Maria Elena Soto
437 Southwest 20th Road
Miami, FL 33129

ARTICLE VII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the trustees and officers of the corporation are subject to this reservation.

ARTICLE VIII - BYLAWS

The bylaws of the corporation are to be made, altered or rescinded by the Board of Trustees in the manner set forth in the Bylaws of the corporation.

ARTICLE IX - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed to the sources from which the assets of the corporation, or the funds used to purchase the assets, are derived so long as the contributors are described in Section 170(c)(1) or (2) of the Internal Revenue Code ("the Code"); or charitable, religious, scientific, literary, or educational organizations that would then qualify under the provisions of Section 501(c)(3) of the Code and its regulations as they now exist or may hereafter be amended. If contributors are not exempt or immune from federal income tax, such assets contributed by such taxable contributors shall be distributed to

religious, scientific, literary, or educational organizations that would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may be hereafter amended.

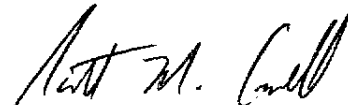
No trustee or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE X - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be 1201 Hayes Street, Tallahassee, FL 32301. The name of the registered agent of this corporation at that address shall be Corporation Service Company.

IN WITNESS WHEREOF, I, the undersigned incorporator of Miami-Dade Academy, Inc. have hereunto set my hand and seal on the date hereinafter set forth for the purpose of forming this corporation not for profit under the laws of the State of Florida.

INCORPORATOR



SCOTT M. COVELL

DATE: January 22, 1999

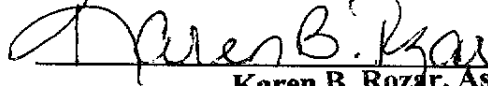
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 JAN 25 PM 6:08

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of MIAMI-DADE ACADEMY, INC. Further, I am familiar with and accept the duties and obligations of such designation.

CORPORATION SERVICE COMPANY



Karen B. Rozar, As Its Agent

(Print name)

Date: 1-25, 1999