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HAROLD A. WARD, III
W. GRAHAM WHITE
VICTOR E. WOODMAN

REPLY TO:
Orlando

February 11, 1999

EFFECTIVE DATE
2-8-99

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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

Re: Focus on Florida Youth, Inc.

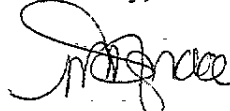
Dear Sir/Madam:

Enclosed please find the following documents pursuant to the incorporation of the above referenced corporation:

1. Executed Articles of Incorporation;
2. Copy of the executed Articles of Incorporation to be certified and returned; and
3. A check in the amount of \$78.75 to cover filing fee and certified copy.

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Sincerely,



M. Deborah Fricke
Corporate Legal Assistant

:df
enclosures

P. Hall

FEB 15 1999

FILED
99 FEB 12 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
FOCUS ON FLORIDA YOUTH, INC.

FILED
99 FEB 12 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes.

ARTICLE I

NAME

EFFECTIVE DATE

2-8-99

The name of this corporation is:

FOCUS ON FLORIDA YOUTH, INC.

ARTICLE II

PURPOSES

This corporation is organized exclusively for charitable, literary, educational and scientific purposes, to motivate, educate and equip students and adults, organizations and their leaders, of both schools and communities, to join together in developing and nurturing responsible, competent and caring children and adolescents, and 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 charitable, literary, educational and scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or they may hereafter be amended.

No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no member, director 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 in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Except as above provided, the corporation shall not afford pecuniary gains, incidentally or otherwise, to its members, directors, officers or other private persons.

ARTICLE III

DIRECTORS

The Board of Directors shall have all voting powers. The Directors shall elect their own successors, and may succeed themselves in office. Any natural person of legal age shall be qualified to be a member of the Board of Directors. The corporation shall have such classes of members (or no members) as set forth in the bylaws.

The Board of Directors may establish and put into effect from time to time bylaws establishing other classes of membership not having powers (except to elect the majority of an Director of Directors from among their own numbers) and fixing from time to time the terms, duties, powers and privileges and responsibilities of each class of membership and of the Advisory Board of Directors, if any.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall commence existence on February 8, 1999, and shall exist perpetually.

ARTICLE V

INCORPORATOR

The name and address of the subscriber is:

NAME

ADDRESS

Mary Scott Singer

6966 Venture Circle
Orlando, Florida 32807

ARTICLE VI

OFFICERS

The affairs of the corporation shall be managed by a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided for by the Board of Directors from time to time in the bylaws. An officer or director may hold one or more offices. The Officers shall be elected by the Board of Directors annually in accordance with the provisions of the bylaws.

ARTICLE VII

INITIAL OFFICERS

The names of the officers who are to serve until the first election hereunder are:

Chairman of the Board:	Mary Scott Singer
President:	Mary Scott Singer
Vice President:	Mary Scott Singer
Treasurer:	Mary Scott Singer
Secretary:	Mary Scott Singer

ARTICLE VIII

BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist of not less than three (3) persons nor more than twenty-five (25) persons, the exact number to be determined in accordance with the provisions of the bylaws.

ARTICLE IX

INITIAL DIRECTORS

The names and addresses of the persons who are to serve as initial directors until the first election hereunder are:

<u>NAME</u>	<u>ADDRESS</u>
Mary Scott Singer	6966 Venture Circle Orlando, Florida 32807
Jo Ann Brenner	820 Wavecrest Drive Orlando, Florida 32807
Richard B. Dillard	1500 Harris Circle Winter Park, Florida 32789

ARTICLE X

BYLAWS

The bylaws of the corporation shall be made, altered, or rescinded by affirmative vote of a majority of the Directors of the corporation.

ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Directors of the corporation.

ARTICLE XII

MISCELLANEOUS

Section 1. Neither the members, directors nor officers of the corporation shall be personally liable for any obligations of the corporation of any nature whatsoever; nor shall any of the property of any member, director or officer of the corporation be subject to the payment of the obligations of the corporation to any extent whatsoever.

Section 2. The corporation shall have no capital stock.

Section 3. This corporation shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes, or as the same may be amended.

Section 4. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other 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© (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

Section 5. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, 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 which would give rise to any liability for the tax imposed by Section 4941(a) or corresponding provisions of any subsequent Federal tax laws.

Section 6. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall either operate as a private operating foundation in a manner to qualify as a private operating foundation for purposes of Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; or it shall distribute its income for each taxable year at such time and in such manner as to not 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.

Section 7. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not retain any "excess business holdings" as defined in Section 4943© of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, which would give rise to any liability for the tax imposed by Section 4943(a) or corresponding provisions of any subsequent Federal tax laws.

Section 8. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, so as to give rise to any liability for the tax imposed by Section 4944(a) or corresponding provisions of any subsequent Federal tax laws.

Section 9. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, 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 which would give rise to any liability for the tax imposed by Section 4945(a) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XIII

DISSOLUTION

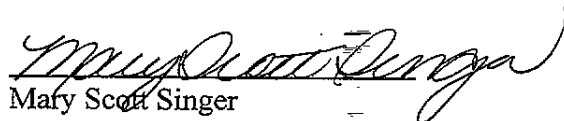
Upon the dissolution of this corporation the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, pursuant to the procedure of

provisions of Florida Statutes §617.1406, 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, literary, religious or scientific 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 of the assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV - Initial Principal Office;
Initial Registered Office and Agent

The street address and mailing address of the initial principal office of the corporation is 6966 Venture Circle, Orlando, Florida 32807. The initial registered office of the corporation shall be 6966 Venture Circle, Orlando, Florida 32807, and the registered agent of the corporation at that office shall be Mary Scott Singer.

27 IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the day of January, 1999.


Mary Scott Singer

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27 day of January, 1999, by Mary Scott Singer, who ☒ is personally known to me or ☐ has produced _____ as identification.


Notary Public
My Commission Expires: 2/9/01

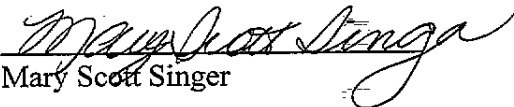


Dawn Fillano
My Commission 00620000
Expires February 9, 2001

CONSENT OF REGISTERED AGENT

Mary Scott Singer, the undersigned, hereby accepts appointment and hereby consents to serve as registered agent of Focus on Florida Youth, Inc., a Florida corporation not for profit and agrees to maintain the registered office and accept process according to law.

DATED this 27 day of January, 1999.


Mary Scott Singer

FILED
99 FEB 12 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA