

CORPORATE
ACCESS,
INC.

N 990000001426

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 Fax (850) 222-1666

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1.) Bolles/Ponte Vedra, Inc.
(CORPORATE NAME & DOCUMENT #)

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**ARTICLES OF INCORPORATION OF
BOLLES/PONTE VEDRA, INC.**

(A Corporation Not for Profit)

ARTICLE I

Name of Corporation

The name of this corporation is the BOLLES/PONTE VEDRA, INC.

ARTICLE II

The Purposes of the Corporation

The purposes for which the corporation is organized, and the general nature of the objects of the corporation, are as follows:

1. To own, manage and operate an elementary school. The corporation will undertake these objectives on a non-denominational, non-sectarian basis, without discrimination on account of religion, race or national origin.
2. To buy, hold, sell, convey, mortgage, pledge, lease or otherwise dispose of real and personal property, both tangible and intangible of any kind or nature whatsoever, wherever situated, including without limitation shares of the capital stock of, or any bonds, securities or other evidences of indebtedness of any other corporation, whether domestic or foreign, for profit or not for profit, and while the owner of such securities, to exercise all the rights, powers and privileges of ownership, including the right to vote such shares of stock and to designate some person to vote the same from time to time as proxy.
3. To build, construct, buy, lease, own, use, operate and maintain any buildings, structures, or other improvements from time to time considered necessary, convenient or expedient for the conduct and operation of the corporation's activities.
4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, pledges, transfers of corporate property, or other instruments to secure the payment of corporation's indebtedness as may be required.
5. To solicit and to receive contributions by way of gift, donation, devise or bequest, or in any other manner, of funds or real and personal property of any nature whatsoever for the corporation's purposes, and to hold, manage, invest and reinvest, collect the income and profits from, expend, pay out, donate, transfer and otherwise dispose of any of such contributions in accordance with the directions of the respective donors, provided, always, that no contribution shall be accepted by the corporation if the same is subject to any requirement or restriction with respect to its use which would be contrary to, or in violation of, the purposes and objectives of the corporation.
6. To organize and maintain, for the furtherance of the purposes of the corporation, an endowment trust, and such other non-profit corporations, agencies, associations or trusts as the Board of Trustees may authorize.
7. To have and exercise any and all powers to do all other acts and things which may, in the discretion of the Board of Trustees, be calculated to further the above purposes.

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8. To have and to exercise all corporate powers granted by the laws of Florida to corporations not-for-profit, including, but not limited to, those powers set forth in Chapter 617, Florida Statutes, or any successor provision thereof.

ARTICLE III

The Qualification of Members

The members of the corporation shall be composed of the members of the Board of Trustees during their continuance in office, chosen in the manner set forth in the Bylaws. The members shall have no vote except in their capacity as Trustees.

ARTICLE IV

Term of Existence

The term of existence of this corporation shall be perpetual.

ARTICLE V

Incorporators

The names and residences of each of the incorporators to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Residence</u>
Clarence H. Houston, Jr.	1617 Avondale Ave. Jacksonville, FL 32205

ARTICLE VI

Principal Address, Registered Office and Registered Agent

The principal address of this corporation is 7400 San Jose Blvd., Jacksonville, Florida 32217 and the name of the initial registered agent and the registered office address is Clarence H. Houston, Jr., 1050 Riverside Avenue, Jacksonville, Florida 32204.

ARTICLE VII

Management

1. The affairs of this corporation shall be managed by a Board of Trustees consisting of three (3) members, provided, however, that the number of Trustees may be increased or decreased, from time to time, by amendment to the Bylaws without amending these Articles of Incorporation, and provided further, however, that the number of Trustees shall never be less than three (3). All members of the Board of Trustees shall be elected by the Board of Trustees of the corporation in the manner, at the times and for the terms as provided in the Bylaws.

2. The officers of this corporation shall be a President, one or more Vice-Presidents as provided by the Bylaws, a Secretary and a Treasurer, all of whom shall be elected by the Board of Trustees at the times, in the manner and for the terms as provided in the Bylaws. The President and Vice Presidents shall be members of the Board of Trustees, but it shall not be necessary that any of the other officers be members of the Board. The Board of Trustees may elect one or more assistant secretaries or assistant treasurers, or other officers, none of whom need to be a member of the Board of Trustees.

3. As an expression of honor, respect and gratitude, the Trustees may, from time to time, elect any former or retiring Trustee to be a Trustee Emeritus, each of whom so elected shall be entitled to counsel with the Board of Trustees, and receive notice of, to attend and to participate in all meetings of the Board of Trustees, but he or she shall have no vote at such meetings.

ARTICLE VIII

Names of Officers

The names and addresses of the persons who will be serving as officers and who are to serve as such until the first election of officers hereunder are:

<i>President:</i>	<i>Harry M. deMontmollin</i>
<i>Vice President:</i>	<i>Edward J. Stopyra</i>
<i>Secretary, Treasurer:</i>	<i>Ruth M. Hartley</i>

ARTICLE IX

Names of Members of the Board of Trustees

The Board of Trustees will originally consist of three (3) members whose names and addresses are set forth below and who shall serve as Trustees until such time as the terms for which they have respectively been elected expire as provided in the Bylaws:

<i>Harry M. deMontmollin</i>	<i>7400 San Jose Blvd. Jacksonville, Florida 32217</i>
<i>Edward J. Stopyra</i>	<i>7400 San Jose Blvd. Jacksonville, Florida 32217</i>
<i>Ruth M. Hartley</i>	<i>7400 San Jose Blvd. Jacksonville, Florida 32217</i>

ARTICLE X

Bylaws

The Bylaws of the corporation are to be made, amended or rescinded by a vote of a majority of all members of the Board of Trustees.

ARTICLE XI

Amendments to Articles of Incorporation

Amendments to these Articles of Incorporation may be proposed by any member of the Board of Trustees and may be adopted at any special, regular or annual meeting of the Board of Trustees by an affirmative vote of a majority of all members of the Board of Trustees, provided that written notice of the general nature thereof shall be given to the members of the Board of Trustees at least ten (10) days prior to the meeting.

ARTICLE XII

Limitations and Restrictions on the Corporation

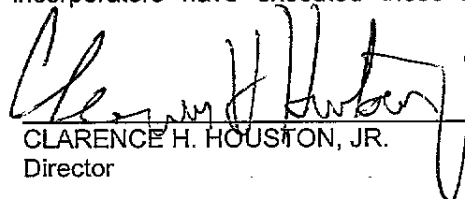
1. Notwithstanding anything contained herein:

(a) The corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office, or publish or distribute any statements with respect to any such campaign, nor shall the corporation engage in any activity or transaction described in the Internal Revenue Code of the United States as "prohibited transactions" which would disqualify the corporation as an "exempt organization" within the meaning of Section 501(c)(3) of said Internal Revenue Code.

(b) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer or employee of the corporation, or to the benefit of any private shareholder or individual.

(c) In the event of dissolution of the corporation, all of its assets remaining after payment of its debts and costs of dissolution shall be distributed to one or more organizations, as determined and selected solely in the discretion of the Board of Trustees, which are engaged in activities similar to those conducted by this corporation, and which have qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of the United States, and no part of such assets shall inure to the benefit of any Member, Trustee, officer or employee of the corporation, or to any private shareholder or individual. The decision by the Board of Trustees in this respect shall be final and conclusive on all interested parties.

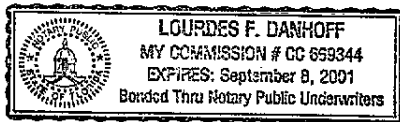
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 5th of March, 1999.


CLARENCE H. HOUSTON, JR.
Director

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 5th day of March, 1999, by CLARENCE H. HOUSTON, JR., who is personally known to me or who has produced _____ as identification.



Lourdes F. Danhoff
(print name)
Notary Public, State of Florida
My Commission expires:

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept such designation to act as registered agent, and agree to comply with the provisions of Florida Statutes relative to keeping open said office.

Clarence H. Houston, Jr.
CLARENCE H. HOUSTON, JR.

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