

N99000003029

Emese Blankenship
9500 SW 1st Place
Gainesville, FL 32607
(352) 332-4303

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

RE: Incorporation
Our Lady of Victory Educational Foundation, Inc.,
a not-for-profit corporation

100002873321--9
-05/13/99--01013--010
****122.50 *****78.75

Dear Sirs:

Enclosed please find the original Articles of Incorporation for the above-referenced not-for-profit Florida Corporation. Also enclosed is a check payable to the Secretary of State, in the amount of \$122.50, representing the current fees for incorporation.

Please forward certificate of not-for-profit incorporation to the undersigned at the earliest possible date.

Sincerely,

Emese Blankenship
Emese Blankenship

FILED
99 MAY 13 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
5-17-99

FILED
99 MAY 13 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
OUR LADY OF VICTORY EDUCATIONAL FOUNDATION, INC.
A Not For Profit Corporation

ARTICLE I - NAME

The name of this corporation shall be Our Lady of Victory Educational Foundation, Inc., a not-for-profit corporation.

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal office of the corporation shall be 9500 SW 1st Place, Gainesville, Florida, and the mailing address of the corporation shall be 9500 SW 1st Place, Gainesville, Florida 32607.

ARTICLE III - PURPOSE AND DURATION

The general purpose for which this corporation is organized shall be as a not-for-profit organization which shall conduct any and all lawful business which a not-for-profit organization may conduct, pursuant to the provisions of Section 617, Florida Statutes. The primary purpose of this corporation shall be to establish and maintain a secondary school, grades 9-12, dedicated to the provision of quality academic education based on Catholic theology, in Gainesville, Florida.

The duration of this corporation shall be perpetual.

ARTICLE IV - EXCLUSIVE PURPOSE

This corporation is organized exclusively for educational purposes or for one or more of the other purposes as specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), including, for such

purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE V - ACTIVITIES/USE OF NET EARNINGS

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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 office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VI - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of this corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the

Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VII - NAMED RECIPIENT OF ASSETS

This corporation may name one or more recipients of the assets of the corporation upon dissolution, in accordance with Article VI of these Articles, however, if a named recipient is not in existence at the time of distribution, or is no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE VIII - DIRECTORS

The number of initial and subsequent directors of this corporation and their election or appointment shall be in accordance with the methods stated in the Bylaws of the corporation.

ARTICLE IX - POWERS OF THE CORPORATION

The powers of this corporation shall be as authorized under Chapter 617, Florida Statutes.

ARTICLE X - MEMBERSHIP

The classes, rights, privileges, qualifications, and obligations of members of this corporation shall be as stated in the Bylaws of this corporation.

ARTICLE XI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of this corporation's initial registered office is 9500 SW 1st Place, Gainesville, Florida, 32607, and the name of the corporation's initial registered

agent at that address is Emese^{K.} Blankenship.

ARTICLE XII - INCORPORATORS

The names and street address of the Incorporators to these Articles of Incorporation are:

Emese^{K.} Blankenship
9500 SW 1st Place
Gainesville, FL 32607

Sheryl J. Montrowl
9808 SW 54th Lane
Gainesville, FL 32608


Wanda Crawford
3515 NW 29th Terrace
Gainesville, FL 32605

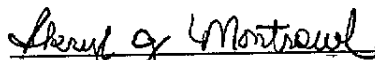
Tammie Englert
425 NE 3rd Street
Gainesville, FL 32601

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true:

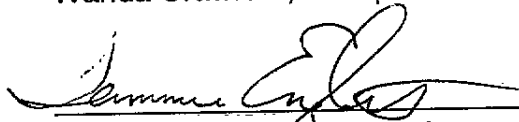
IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 10TH day of MAY, 1999.

OUR LADY OF VICTORY EDUCATIONAL
FOUNDATION, INC.


Emese^{K.} Blankenship, Incorporator


Sheryl J. Montrowl, Incorporator



Wanda Crawford, Incorporator

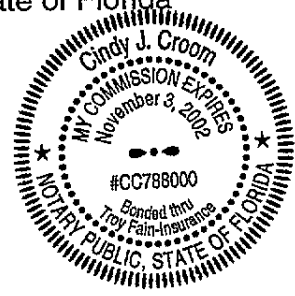

Tammie Englert, Incorporator

STATE OF FLORIDA

COUNTY OF ALACHUA

SWORN TO and SUBSCRIBED before me this 10th day of MAY,
1999, by EMESE BLANKENSHIP, SHERYL J. MONTROWL, WANDA CRAWFORD,
and TAMMIE ENGLERT, who are personally known to me, and who did take an oath.


Cindy J. Croom
Notary Public, State of Florida



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

OUR LADY OF VICTORY EDUCATIONAL FOUNDATION, INC

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida as a Not For Profit Corporation, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is OUR LADY OF VICTORY EDUCATIONAL FOUNDATION, INC..
2. The name and address of the registered agent and office is:

EMESE^{K.} BLANKENSHIP
9500 SW 1st Place
Gainesville, FL 32607

FILED
99 MAY 13 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE: Sheryl J. Montrowl
Sheryl J. Montrowl

TITLE: Vice President

DATE: May 10, 1999

HAVING BEEN NAMED 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: Emese Blankenship
Emese Blankenship

DATE: May 10, 1999