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FLORIDA NON-PROFIT CORPORATION

The Edgewater High School Endowment, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 6, 1999

FOLEY & LARDNER

SUBJECT: THE EDGEWATER HIGH SCHOOL ENDOWMENT, INC.
REF: W99000015511

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

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**ARTICLES OF INCORPORATION
OF
THE EDGEWATER HIGH SCHOOL ENDOWMENT, INC.**

The undersigned, acting as sole incorporator of **THE EDGEWATER HIGH SCHOOL ENDOWMENT, INC.** (the "Corporation"), under the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes), hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name

The name of the Corporation is **THE EDGEWATER HIGH SCHOOL ENDOWMENT, INC.**

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of the Corporation is 3117 Edgewater Drive, Orlando, Florida 32804. The location of the principal office shall be subject to change as may be provided in the bylaws of the Corporation.

ARTICLE III

Initial Registered Office and Agent

The address of the initial registered office of the Corporation is 3117 Edgewater Drive, Orlando, Florida 32804, and the initial registered agent at such address is David L. Holbrook.

ARTICLE IV

Purposes

The Corporation is organized and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and exclusively for the benefit of The Edgewater High School Foundation, Inc., or any legal successor thereto, in the manner set forth from time to time in this Corporation's By-Laws.

The Corporation shall at all times be operated, supervised, or controlled by or in connection with The Edgewater High School Foundation, Inc., or any legal

Prepared by: John A. Sanders, Esq., Florida Bar No. 0478210
Foley & Lardner
111 N Orange Avenue, Suite 1800
Orlando, FL 32801

Phone: 407/423-7656

H99000016382 6

H99000016382 6

successor to such organization; but the Corporation shall not at any time be controlled directly or indirectly by one or more "substantial contributors" or other "disqualified persons" (as defined in Section 4946 of the Code) other than foundation managers (as that term is defined in Section 4946 of the Code) and other than The Edgewater High School Foundation, Inc., or any legal successor thereto.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE V

Members

The Corporation shall not have members.

ARTICLE VI

Powers

The Corporation shall have all powers conferred upon nonstock, not-for-profit corporations organized under Chapter 617 of the Florida Statutes, and any successor provisions thereto now enacted or hereafter amended, but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

1. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.
2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.
3. No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law).

At any time if the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Code (or the corresponding provisions of

H99000016382 6

any future United States Internal Revenue Law), and Section 617.0105 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

A. The Corporation shall distribute 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 Code.

B. The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Code.

C. The Corporation shall not retain any excess business holdings as defined by Section 4943(c) of the Code.

D. The Corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Code.

E. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VII

Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the By-Laws.

ARTICLE VIII

Dissolution and Liquidation

In the event of dissolution or liquidation of the Corporation, no liquidating or other dividend or distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed to The Edgewater High School Foundation, Inc., or any legal successor thereto; provided that if The Edgewater High School Foundation, Inc., or the legal successor to such organization, is not then a charitable tax-exempt organization described in Sections 170(c), 501(c)(3), 2055(a) and 2522(a) of the Code, then the net assets shall be distributed to Edgewater High School of Orlando, Florida.

H99000016382 6

ARTICLE IX

Incorporator

The name and address of the incorporator of the corporation is John A. Sanders, Esq., c/o Foley & Lardner, Suite 1800, 111 North Orange Avenue, Post Office Box 2193, Orlando, Florida 32802-2193.

ARTICLE X

Amendment

These Articles of Incorporation may be amended at any meeting of the Board of Directors of The Edgewater High School Foundation, Inc. for which at least seven (7) days' advance written notice of those changes shall be given.

ARTICLE XI

By-Laws

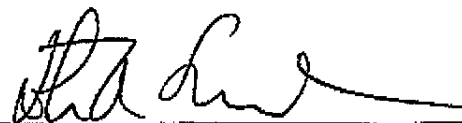
The By-Laws of the Corporation are to be made, altered or rescinded by the Board of Directors of The Edgewater High School Foundation, Inc.

ARTICLE XII

Indemnification

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its trustees, directors, officers, employees and agents, and former trustees, directors, officers, employees and agents, from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said trustees, directors, officers, employees and agents in their capacity as such exempt for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15th day of July, 1999.



John A. Sanders, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on JULY 1 1999,
by John A. SANDERS, who

(notary must check applicable box)

- is/are personally known to me.
- produced a current Florida driver's license as identification
- produced _____ as identification.

{Affix Notary Seal}



Sarah A. Heidegaard
Signature of Notary

ACCEPTANCE OF APPOINTMENT

BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, having been named in Article III of the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this 2nd day of July, 1999

David L. Holbrook
Name: David L. Holbrook

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