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ACADEMIC SERVICES, LTD

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47 Mallard Point
Lewes, DE 19958
302 645 9059
Fax 302 645 4860

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 4, 1999

Florida Secretary of State's Office
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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

Dear Sirs:

Enclosed you will find the Articles of Incorporation for The Maria Montessori Graduate School of Education, Inc.. Also enclosed is a check for \$78.75 to cover the filing fee and to supply us with a certified copy. Please be certain to return the documents to the above address. We are responsible for this process.

Thank you for your assistance in this matter. Please give us a call if there are any questions or if you need clarification on any matter.

Cordially,

Dr. Monte P. Shepler

Dr. Bette C. Coplan

Dr. Shepler GAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

L.D. EKAM

*Article III and
add acceptance of L.A.
and original copy same*

PH 8/17/99
18793

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE MARIA MONTESSORI GRADUATE
SCHOOL OF EDUCATION, INC.

THIS IS TO CERTIFY THAT:

FIRST: I, Timothy David Seldin, whose post office address is 1817 Baywood Drive, Sarasota County, Sarasota, Florida 34231, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Florida.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is **THE MARIA MONTESSORI GRADUATE SCHOOL OF EDUCATION, INC.**

THIRD: 1. The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes distributions to organizations that qualify as exempt 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), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed. Without limitation as to amount of value, except such limitations, if any, as may be imposed by law, to sell, convey, and dispose of any such property and to invest and reinvest the

principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes of any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "Charitable organization" or for other than "charitable purposes" within the meaning of such terms as they are defined in Article TENTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to section 501 (c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the laws of the State of Florida for scientific, educational, and charitable purposes, all for the public welfare, can be authorized

to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes. Each of the Corporate purposes listed in this Article shall be a charitable or educational purpose, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

2. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the 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 this Article THIRD. 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 publishing or distribution of statement) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

3. Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following:

- A. To prepare individuals to teach in Montessori schools from primary through twelfth grade.
 - B. To prepare individuals to assume administrative and leadership positions in Montessori Schools.
 - C. To confer a graduate degree upon those persons embarking upon and satisfactorily completing a course of study designed to accomplish the purposes set forth in subparagraphs (a) and (b) above.
 - D. To produce and publish books, videos, papers, documents, reports, materials, magazines and other periodicals relating to the dissemination of information concerning Montessori education.
 - E. To raise funds for the establishment, acquisition, maintenance, and development of a campus for the purposes enumerated hereinabove.
4. To do all other things that are not otherwise prohibited by law.

FOURTH: The post office address of the principal place of business of the Corporation is **1817 Baywood Drive, Sarasota County, Sarasota, Florida 34231.**

FIFTH: The name and post office address of the Resident Agent of the Corporation in this state is:

**Timothy David Seldin
1817 Baywood Drive
Sarasota, Florida 34231**

Said Resident Agent is an adult, citizen of the United States of America who actually resides in this State.

SIXTH: The Corporation is not organized for profit; it shall have no capital stock or securities convertible into capital stock and shall not be authorized to issue capital stock.

SEVENTH: The number of Trustees of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors who shall act until the first annual meeting or until his or her successors are duly elected and qualified, are:

**Timothy David Seldin
Bette Coplan
Monte Shepler
Joyce St. Germaine
Lorin H. Bleecker**

EIGHTH: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, i.e. charitable, educational, religious or scientific purposes, or shall be distributed to the United States Government for a public purpose.

NINTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same are not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or of the United States of America.

TENTH: In these Articles of Incorporation:

1. References to "Charitable organizations" or "charitable organization" shall mean corporations, trusts, funds, foundations, or community chests created or organized in the United States of America or in any of its possessions, whether under the laws of the United States, or any state territory, the District of Columbia, or any possession of the United States of America, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on of propaganda or otherwise attempting to influence legislation and which do not participate in, or intervene in (including the publishing or distribution of statements), in any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article TENTH shall be entitled to exemption from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as is now in force or as afterwards may from time to time be amended.

2. The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literacy or educational purposes within the meaning of terms used in Section 501 (c)(3), but only such

purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to men and women to enable them to attend educational institutions.

ELEVENTH:

1. 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 Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws.
2. 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 any corresponding provision(s) of any subsequent federal tax laws.
3. The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, or the corresponding provision(s) of any subsequent federal tax laws.
4. 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 any corresponding provision(s) of any subsequent federal tax laws.
5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or any corresponding provision(s) of any subsequent federal tax laws.

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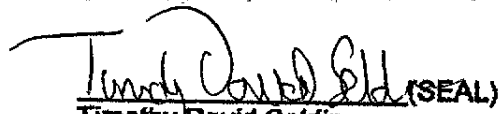
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TWELFTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action or failure to act, was (a) the result of active or deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

THIRTEENTH: The Corporation shall not engage in any act or adopt any policy or procedure that discriminates against any person as a result of said persons race, sex, national origin or religion or any other protected class.

IN WITNESS WHEREOF, I have affixed my hand seal to these Articles of Incorporation on this 1st day of August, 1999 and I acknowledge same to be my act and deed being under no threat of duress or coercion.

I hereby accept the duties and responsibilities as registered agent.


 (SEAL)
 Timothy David Seldin
 Incorporator/Registered Agent