

30 0:00  
P950000 42236  
5/95 6:41 PM

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: VALDES-PAULI, BISCHOFF, KRISS & MAND  
2 S BISCAYNE BLVD  
ONE BISCAYNE TOWER SUITE 3400  
MIAMI FL 33131-0000  
CONTACT: ROSA MARIA ANCHETA  
PHONE: (305) 376-6037  
FAX: (305) 376-6010

NAME: SOUTHERN ASSOCIATION OF CHRISTIAN SCHOOLS, INC.  
FAX AUDIT NUMBER: H95000006044  
DATE REQUESTED: 05/30/1995  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 5  
ESTIMATED CHARGE: \$122.50

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 18:41:06  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 076077002561

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H95000006044)))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:

Alt-2 FOR HELP\* VT102 \* FDX \* 2400 B71 \* LOG CLOSED \* PRINT OFF \* MODEM

*[Handwritten signature]*  
31

*[Handwritten signature]*  
16-111  
9-4-10  
RECEIVED  
TALLAHASSEE, FLORIDA  
JUN 1 1995

MAY-30-95 TUE 20:28

P.02

FAX AUDIT NO.: H95000006044

ARTICLES OF INCORPORATION

OF

SOUTHERN ASSOCIATION OF CHRISTIAN SCHOOLS, INC

FILED  
JUN 31 11:11:4  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is SOUTHERN ASSOCIATION OF CHRISTIAN SCHOOLS, INC.

ARTICLE II

DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, if they are filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

THIS DOCUMENT PREPARED BY:

Enrique Gonzalez, III, Esq.  
Gunster, Yoakley, Valdes-Pauli & Stewart  
Suite 3400 - One Biscayne Tower  
2 South Biscayne Boulevard  
Miami, Florida 33131  
Tel: (305) 376-6068

Florida Bar No.: 896640

FAX AUDIT NO.: H95000006044

FAX AUDIT NO.: H95000006044

Article IV

Principal Business and Mailing Address

The initial principal business and mailing address of the corporation is 621 Beacon Boulevard, Miami, Florida 33135.

ARTICLE V

CAPITAL STOCK

- (a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00.
- (b) Preemptive Rights. Shareholders shall have no preemptive rights.
- (c) Cumulative Voting. Cumulative voting shall not be permitted.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o Gunster, Yoakley, Valdes-Pauli & Stewart, Suite 3400 - One Biscayne Tower, 2 South Biscayne Boulevard, Miami, Florida, 33131, and the name of the initial registered agent of this corporation at that address is Enrique Gonzalez, III, Esq.

ARTICLE VII

DIRECTORS

- (a) Number. This corporation shall have five (5) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

FAX AUDIT NO.: H95000006044

FAX AUDIT NO.: H95000006044

(b) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(c) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### ARTICLE VIII

##### BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE IX

##### INCORPORATOR

The name and street address of the incorporator of this corporation is:

Enrique Gonzalez, III, Esq.  
Gunster, Yoakley, Valdes-Fauli & Stewart  
Suite 3400 - One Biscayne Tower  
2 South Biscayne Boulevard  
Miami, Florida 33131

FAX AUDIT NO.: H95000006044

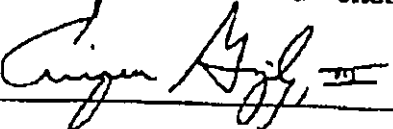
FAX AUDIT NO.: H95000006044

**ARTICLE I**

**AMENDMENT**

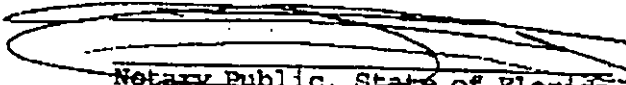
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 15th day of May, 1995.

  
\_\_\_\_\_

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 15th day of May, 1995 by ENRIQUE GONZALEZ, III, who is known personally to me.

  
Notary Public, State of Florida  
Name: \_\_\_\_\_

[NOTARIAL SEAL]

My Commission Expires:



CLAUDIO MORFE JR.  
My Commission CC27-037  
Expires Jun. 06, 1998  
Bonded by HAI  
800-427-1588

FAX AUDIT NO.: H95000006044

MAY-30-95 TUE 20:31

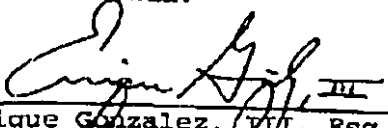
P.06

FAX AUDIT NO.: H95000006044

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

SOUTHERN ASSOCIATION OF CHRISTIAN SCHOOLS, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Miami, State of Florida, has named Enrique Gonzalez, III, located at Suite 3400 - One Biscayne Tower, 2 South Biscayne Boulevard, Miami, Florida, 33131 as its agent to accept service of process within Florida.

  
Enrique Gonzalez, III, Esq.  
Incorporator

Dated: May 15, 1995

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Enrique Gonzalez, III, Esq.  
Registered Agent

Dated: May 15, 1995

FILED  
95 MAY 31 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H95000006044