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ACCOUNT NO. : 072100000032

REFERENCE : 401313 80472A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 22, 1997

ORDER TIME : 9:29 AM

ORDER NO. : 401313-005

CUSTOMER NO: 80472A

CUSTOMER: Robert D. Sumner, Esq  
ROBERT D. SUMNER, P.A.

14150 - 6th Street  
Po Drawer 1047  
Dade City, FL 33525

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-05/22/97--01050--006  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

DOMESTIC FILING

NAME: SCHOOL UNIQUE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

8

8N

FILED  
MAY 22 11:20  
TALLAHASSEE, FLORIDA

8N  
MAY 22 1997

THIS INSTRUMENT WAS PREPARED BY  
ROBERT D. SUMNER, ESQUIRE  
ROBERT D. SUMNER, P.A.  
ATTORNEY AT LAW  
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FILED  
JUN 22 AM 11:21  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SCHOOL UNIQUE, INC.

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ARTICLE I - Name

The name of this corporation is SCHOOL UNIQUE, INC. The mailing address and the principal office address of the corporation is Post Office Box 1173, 12900 Fort King Road, Dade City, Florida 33526-1173.

ARTICLE II - Duration

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III - Purpose

This corporation is organized for the following purposes:

(a) To establish, organize, equip, own, operate, manage, control, maintain, carry on and conduct a school or schools; to teach, train and instruct students in the various fields and branches of learning; to plan, devise, create and prescribe techniques, styles, modes and systems of teaching and related training; and to acquire by construction, purchase, exchange or

other means and thereafter to own, lease, maintain and carry on and to sell, transfer, convey or otherwise dispose of schools and other establishments suitable or proper for the operation and conduct of a school or schools devoted to teaching, training and instruction in the various types, fields and branches of learning.

(b) To engage in any other business or economic pursuit not prohibited by the laws of the State of Florida.

(c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with others, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

#### ARTICLE IV - Capital Stock

This corporation is authorized to issue **ten thousand (10,000)** shares of **One and No/100 Dollar (\$1.00)** par value common stock.

The whole or any part of the capital stock of this corporation shall be payable in cash, or property, labor or services at a just valuation to be fixed by the Board of Directors. Property or labor may also be purchased with the capital stock at such valuation as may be fixed by the Directors.

#### **ARTICLE V - Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 12900 Fort King Road, Dade City, Florida 33525, and the name and street address of the initial registered agent of this corporation are JOHNNIE SUE JETER, 12900 Fort King Road, Dade City, Florida 33525.

#### **ARTICLE VII - Initial Board of Directors and Officers**

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial directors and officers of this corporation are:

Name and Address

Office

JOHNNIE SUE JETER  
P. O. Box 1173  
12900 Fort King Road  
Dade City, Florida 33526-1173

President and  
Director

JEFFERSON F. JETER, JR.  
P. O. Box 1173  
12900 Fort King Road  
Dade City, Florida 33526-1173

Vice-President  
and Director

KAREN LYNN JETER  
906 South 14th Street  
Dade City, Florida 33525

Secretary/Treasurer  
and Director

ARTICLE VIII - Incorporators

The name and address of the person signing these Articles are:

JOHNNIE SUE JETER  
P. O. Box 1173  
12900 Fort King Road  
Dade City, Florida 33526-1173

ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - Subscriber

Shares of capital stock of this corporation shall be issued initially as follows:

Name and Address

Number of Shares

JOHNNIE SUE JETER and  
JEFFERSON F. JETER, JR.,  
her husband

10,000

#### ARTICLE XI - Restrictions on Transfer of Stock

Shares in the corporation may be transferred to the corporation, to other stockholders in the corporation, or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors and may further be restricted by any stockholders' agreement that may exist between the individual shareholders of the corporation.

#### ARTICLE XII - Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE XIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XIV - Amendment

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

ARTICLE XV - Additional Provision

No contract or other transaction of the corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are parties to or interested in such contract, act or transaction, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 21st day of May, 1997.

Robert D. Sumner  
Robert D. Sumner

JOHNNIE SUE JETER (SEAL)  
JOHNNIE SUE JETER

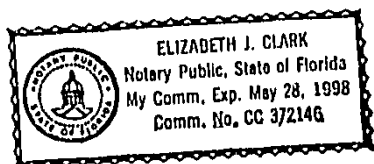
Elizabeth J. Clark  
Elizabeth J. Clark

STATE OF FLORIDA  
COUNTY OF PASCO

I HEREBY CERTIFY that on this 21st day of May, 1997, before me, an officer duly authorized and qualified to take acknowledgments, personally appeared **JOHNNIE SUE JETER**, and she acknowledged before me that she executed the foregoing instrument. The said **JOHNNIE SUE JETER**, is:

[ X ] personally known to me; or

[ ] has produced \_\_\_\_\_  
as identification.



Elizabeth J. Clark  
(Signature of Notary Public)  
Elizabeth J. Clark  
(Printed or Typed Name of Notary)  
Notary Public - State of Florida  
Commission No. CC 372146  
My Commission Expires: May 28, 1998.

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

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That SCHOOL UNIQUE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at City of Dade City, County of Pasco, State of Florida, has named JOHNNIE SUE JETER, located at 12900 Fort King Road, City of Dade City, County of Pasco, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

JOHNNIE SUE JETER

May 21, 1997  
(Date)

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91 MAY 22 10:11:21  
TALLAHASSEE  
FLORIDA