

ESTATE PLANNING AND LEGACY LAW CENTER

Peace of Mind For You - Through Planning

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Trusts & Estates*

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July 3, 2002

NEPA 025117

Department of State
Bureau of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Florida Education Forum, Inc.

800006232828--3
-07/05/02--01084--011
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above referenced corporation and our firm check in the amount of \$78.75 for the filing fees. Please return the filed stamped copy of the Articles in the envelope provided.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

Charles D. Wilder
CHARLES D. WILDER

CDW/vlp
Enclosures

[Handwritten signature]

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FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
FLORIDA EDUCATION FORUM, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a not for profit corporation pursuant to Chapter 617 of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

Name. The name of this corporation (the "Corporation") shall be FLORIDA EDUCATION FORUM, INC.

ARTICLE II

Commencement of Corporate Existence. This Corporation shall commence corporate existence upon the filing of these Articles by the Florida Department of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

Initial Principal Office. The initial principal office and the mailing address of the Corporation shall be: 1132 Symonds Avenue, Winter Park, Florida 32789

ARTICLE IV

Purposes. This Corporation is organized to create, facilitate and promote continuing professional education programs for members of the legal, accounting, insurance, investment and other related financial services professions. The Corporation may initiate, carry on, and otherwise provide direct support for programs that have educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article IV to organizations organized and operated exclusively for such purposes.

ARTICLE V

Powers. The Corporation shall have and may exercise all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article IV hereof, and all the benefits, privileges, rights, and powers created, given, extended or conferred now or hereafter on a corporation organized under the Florida Not For Profit Corporation Act as currently in effect and as it may be amended, and all such other powers as are permitted by applicable law. Without limiting the generality of the foregoing, the Corporation is empowered:

Section 1. to acquire, own, maintain and use its assets for the purposes set forth in Article IV hereof;

Section 2. to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article IV hereof;

Section 3. to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article IV hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;

Section 4. to raise funds by any legal means for the accomplishment of its purposes set forth in Article IV hereof; and

Section 5. to do and perform all acts reasonable necessary to accomplish its purposes set forth in Article IV hereof.

ARTICLE VI

Management. All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the Bylaws of the Corporation. The number, as well as the manner of election or appointment, of the directors of the Corporation shall be specified, from time to time, by the Bylaws without amendment of these Articles of Incorporation. Provided, however, that the number of directors shall never be less than three (3). The voting and other rights of the members of the Board of Directors shall be as provided in the Bylaws of the Corporation.

ARTICLE VII

Initial Board of Directors. The initial Board of Directors of the Corporation shall consist of three (3) directors. The names and street addresses of the initial directors of this Corporation are:

Randy C. Bryan
Suite B
251 Plaza Drive
Oviedo, Florida 32765

William R. Black
Suite 102
2691 E. Oakland Park Boulevard
Ft. Lauderdale, FL 33305

Charles D. Wilder
1132 Symonds Avenue
Winter Park, Florida 32789

ARTICLE VIII

Members. The Corporation shall not have members.

ARTICLE IX

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

ARTICLE X

Amendment. This Corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE XI

Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for one or more of the exempt pur-

poses of the Corporation within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, which may include distribution to an organization or organizations organized and operated exclusively for one or more of such exempt purposes, or shall distribute all of the assets of the Corporation to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for one or more of the exempt purposes of the Corporation.

ARTICLE XII


Initial Registered Office and Agent. The initial registered office of this Corporation shall be located at 1132 Symonds Avenue, Winter Park, Florida 32789, and the initial registered agent of the Corporation at that address shall be Charles D. Wilder. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE XIII

Incorporator(s). The name and street address of the person(s) signing these Articles of Incorporation as incorporator(s) is:

Charles D. Wilder
1132 Symonds Avenue
Winter Park, Florida 32789

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hand and seal this 2nd day of July, 2002.

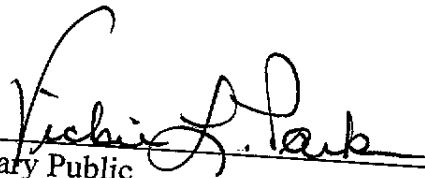


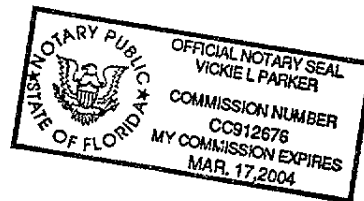
Charles D. Wilder, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Charles D. Wilder, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me having executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 2nd day of July, 2002.

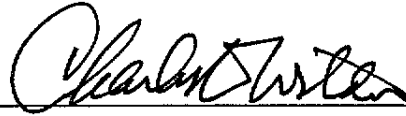

Notary Public



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

FLORIDA EDUCATION FORUM, INC. (the "Corporation") desiring to organize as a domestic not for profit corporation and qualify under the laws of the State of Florida has named and designated, Charles D. Wilder, as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1132 Symonds Avenue, Winter Park, Florida 32789.




Charles D. Wilder, Incorporator

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 617.0501 and 617.003, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

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Dated this 2nd day of July, 2002



Charles D. Wilder, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA