

**ARTICLES OF INCORPORATION
OF
FLORIDA NON-PROFIT CORPORATION**

**Article I
CORPORATE NAME**

The name of this corporation is Brevard Schools Foundation, Inc.

**Article II
CORPORATE NATURE**

This is a non-profit corporation, organized solely for educational purposes pursuant to the Florida Corporations Not-For-Profit Law set forth in Section 617 of the Florida Statutes, and it will act as a direct-support organization as set forth in Section 237.40 of the Florida Statutes.

**Article III
DURATION**

The term of existence of the corporation is perpetual.

**Article IV
PURPOSES**

As authorized by Chapter 237, Florida Statutes, and pursuant to Chapter 617, Florida Statutes, this nonstock basis corporation is organized as a not-for-profit corporation exclusively for educational and charitable purposes as described in Section 501 (c) (3) of the Internal Revenue Code of 1954 to receive, hold, invest and administer real and personal, tangible and intangible property and to make expenditures to or for the benefit of public kindergarten through twelfth grade education in Brevard County, Florida.

**Article V
MEMBERSHIP**

The authorized number and qualifications of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members shall be set forth in the bylaws.

**Article VI
INITIAL OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation is 1260 S. Florida Avenue, Rockledge, FL 32955, and the initial registered agent at such address is Thomas E. Hunt, President, Brevard Schools Foundation, Inc.

**Article VII
DIRECTORS**

A. The Board of Directors shall consist of the number of directors set forth in the bylaws but shall not be less than five directors.

B. The names and addresses of the persons who are to serve as the initial directors, until the election of their successors are:

Richard Black
State Farm Insurance
1155 Malabar Road N.E., Suite 19
Palm Bay, FL 32907

Melton E. Broom
General Development
2500 Port Malabar Blvd. N.E.
Palm Bay, FL 32905

Brad Cox
Holiday Inn
1300 N. Atlantic Avenue
Cocoa Beach, FL 32931

Linda Dale
EKS, Inc.
P.O. Box 3764
Cocoa, FL 32924

Ted Fuhrer
Collins Aviation/Rockwell
P.O. Box 1060
Melbourne, FL 32901

Col. Fred Galey
Commander
6550ABG/CC
Patrick Air Force Base, FL 32925

Troy Harville
CableVision of Central Florida
720 Magnolia Avenue
Melbourne, FL 32935

Thomas E. Hunt
Southern Bell
P.O. Box 1270
Cocoa, FL 32923

Maxine Nohrr
Travelmax Inc.
2135 Palm Bay Road N.E.
Palm Bay, FL 32905

Ken Pinson
Sears, Roebuck and Co.
Store 2195
3550 S. Washington Ave.
Titusville, FL 32780

Michael L. Reda
Cianfrogna, Telfer & Reda, P.A.
P.O. Drawer 6310-G
Titusville, FL 32782-6515

Linda South
Dean Witter Reynolds Inc.
P.O. Box 100
Cocoa Beach, FL 32931

Dr. Peter Zies
17 E. Silver Palm Avenue
Melbourne, FL 32901

Article VIII DISSOLUTION

In the event of dissolution, the assets of the corporation remaining after payment of, or provision for payment of, all debts and liabilities of the corporation, shall be distributed to the School Board of Brevard County, Florida, a body corporation or its successor provided said body corporate or successors is at the time an exempt organization as described in Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any future federal tax code. If the School Board of Brevard County, Florida, or its successor does not then qualify as an exempt organization under the federal tax code, the remaining assets of the corporation shall be distributed for one or more of the exempt purposes of the corporation to one or more organizations which are exempt organizations described in Section 501(c)(3) and 170 (c) (2) of the Internal Revenue Code or any other corresponding sections of any future federal tax code.

Article IX CHARITABLE RESTRICTIONS AND LIMITATIONS

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, 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 Article IV hereof.

B. 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 statements) any political campaign for or against any candidate for public office.

C. Notwithstanding any other provisions of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by

1. A not for profit corporation under Chapter 617, Florida Statutes, or any other corresponding provision of any future Florida Statute; or
2. Any corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or corresponding section of any future federal tax code; or,
3. A corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code of 1954 or corresponding section of any future federal tax code.

Article X INCORPORATOR

The name and address of the incorporator and subscriber to these Articles is:

Thomas E. Hunt, President, Brevard Schools Foundation, Inc.
1260 S. Florida Avenue, Rockledge, FL 32955

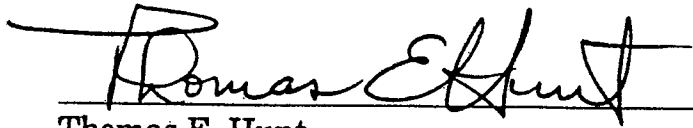
**Article XI
BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be invested in the Board of Directors in the manner provided by the bylaws.

**Article XII
AMENDMENTS**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of incorporation this 15th day of December, 1987.

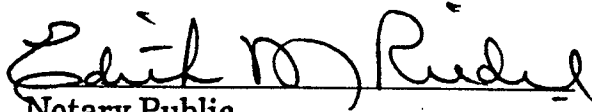


Thomas E. Hunt
President, Brevard Schools Foundation, Inc.

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared Tom Hunt to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of December, 1987.

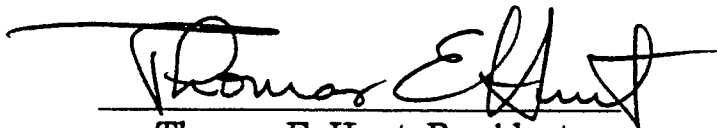


Notary Public
State of Florida
My Commission Expires:

Notary Public, State of Florida
My Commission Expires Oct. 8, 1989
Bonded thru my F&B Insurance Ins.

ACCEPTANCE OF RESIDENT AGENT

Having been named to accept the service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of law relative to keeping open said office.



Thomas E. Hunt, President