

BYLAWS

OF

Indiantown Education Coalition, Inc.
(A Florida not-for-profit Corporation)

Article I Offices

Section 1. Registered Office. The initial registered office of Indiantown Education Coalition, Inc., a Florida not-for-profit corporation (the "Corporation"), shall be located in the City of Miami, State of Florida.

Section 2. Other Offices. The Corporation may also have offices at such other places, either within or without the State of Florida, as the Board of Directors of the Corporation (the "Board of Directors") may from time to time determine or as the business of the Corporation may require.

Article II Membership

Section 1. Membership Requirements. The membership of the Corporation shall be open to all persons who are found to be interested in the purposes or objectives of this Corporation or its related activities.

Application for membership shall be made in writing to the Treasurer, and the application shall be regarded as a guarantee on the part of the applicant of his or her interest in and sympathy with the purposes of this Corporation and of his or her adherence to its Bylaws, rules and regulations.

Members may be elected to membership at any regular or specially-called meeting by majority vote of the Board of Directors of the Corporation.

Section 2. Dues and Benefits. The Corporation's _____ Committee shall, from time to time, after consultation with the Board of Directors, present recommendations to the Board regarding the dues, rights and benefits of membership. The Board of Directors shall consider the recommendations, revise them as the Board deems necessary and proper, and promulgate a schedule of dues, rights and benefits. The schedule may be amended from time to time by the Board of Directors, after consultation with the Committee. No member shall be deemed to have any rights in any such rights and benefits of membership.

Section 3. Termination of Membership. Membership shall terminate upon death or resignation of a member or upon the failure of a member to pay annual dues, if any, within ninety (90) days after the due date.

Section 4. Property Rights. No member shall have any right, title, interest or privilege of, in or to any of the property or assets, including any earnings or investment income of the Corporation, nor shall any of such assets or property be distributed to any member on the dissolution or winding up thereof.

Section 5. Liability of Members. No member of the Corporation shall be personally liable for any of its debts, liabilities or obligations, nor shall any member be subject to any assessment other than annual dues, if any.

Section 6. Annual Meetings. All annual meetings of the members of the Corporation for the election of directors and for such other business as may properly come before the meeting shall be held each year at such time and place fixed, from time to time, by or on behalf of the Board of Directors. Failure to hold an annual meeting does not cause a forfeiture or give cause for dissolution of the Corporation, nor does such failure affect otherwise valid corporate acts, except as set forth in Section 617.1430, Florida Statutes, relating to a deadlock among the directors or members.

Section 7. Special Meetings. Special meetings of the members may be called by the Board of Directors, the President or by not less than 10% of the members of the Corporation. Special meetings of members may be held at such time and date, and at such place, within or without the State of Florida, as shall be designated by the Board of Directors and set forth in the notice of meeting required pursuant to Section 8 of this Article. A meeting properly requested by members shall be called for a date not less than 10 nor more than 60 days after the request is properly made. The call for the meeting shall be issued by the Secretary, unless the board of Directors, the President or the members requesting the calling of the meeting, designate another person to do so. Only business within the purpose or purposes described in the notice required pursuant to Section 8 of this Article may be conducted at a special meeting of members.

Section 8. Notice. A written notice of each meeting of members shall be given to each member entitled to vote at the meeting at the address as it appears on the membership records of the Corporation, not less than ten (10) nor more than sixty (60) days before the date of the meeting, by or at the direction of the President, the Secretary or the officer or persons calling the meeting. The notice so given shall state the date, time and place of the meeting and, in the case of a special members' meeting, the purpose or purposes for which the meeting is called. If mailed, notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the member books of the Corporation, with postage thereon prepaid. If a members' meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before an adjournment is taken.

Section 9. Waiver of Notice. Members may waive notice of any meeting before or after the date and time specified in the written notice of meeting. Any such waiver of notice must be in writing,

be signed by the member entitled to the notice and be delivered to the Corporation for inclusion in the appropriate corporate records. Neither the business to be transacted at, nor the purpose of, any members' meeting need be specified in any written waiver of notice. Attendance of a person at a members' meeting shall constitute a waiver of notice of such meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

Section 10. Record Date. For the purpose of determining members entitled to notice of or to vote at a members' meeting, to demand a special meeting, to act by written consent or to take any other action, the Board of Directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than seventy (70) days nor, in the case of a members' meeting, less than ten (10) days, prior to the date on which the particular action requiring such determination of members is to be taken. If no record date is fixed for the determination of members entitled to notice of or to vote at a members' meeting, then the record date for such shall be the close of business on the day before the first notice is delivered to members. A determination of members entitled to notice of or to vote at a members' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting, which it must do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

Section 11. Quorum. A majority of the members shall constitute a quorum for action on that matter at a meeting of members. If a quorum is not present or represented at a meeting of members, the majority of the members represented, and who would be entitled to vote at a meeting if a quorum were present, may adjourn the meeting from time to time.

Section 12. Voting. If a quorum is present, in person or by proxy, the affirmative vote of a majority of the members present at the meeting and entitled to vote on the subject matter shall be the act of the members unless otherwise provided by law. Each member shall be entitled to one vote.

Section 13. Proxies. A member entitled to vote at any meeting of members or any adjournment thereof may vote in person or by proxy. A member may appoint a proxy to vote or otherwise act for him by signing an appointment form, either personally or by his attorney-in-fact. An appointment of proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. If an appointment form designates two or more persons to act as proxies, a majority of these persons present at the meeting, or if only one is present, that one, has all of the powers conferred by the instrument upon all the persons designated unless the instrument provides otherwise. No appointment shall be valid for more than 11 months after the date of its execution unless a longer period is expressly provided in the appointment form.

Section 14. Member Action Without a Meeting. Any action required or permitted to be taken at any members' meeting may be taken without a meeting, without prior notice and without a vote if the action is taken by the members entitled to vote thereon having not less than the minimum number of votes necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted. In order to be effective, the action must be

evidenced by one or more written consents describing the action to be taken, dated and signed by approving members having the requisite number of votes entitled to vote thereon, and delivered to the Secretary or other officer or agent of the Corporation having custody of the corporate minute book in which proceedings of meetings of the Corporation are recorded. Within ten days after obtaining this authorization by written consent, notice must be given to those members who are entitled to vote on the action but have not consented in writing. This notice shall comply with the Florida Not For Profit Corporation Act.

ARTICLE III

Directors

Section 1. Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Directors must be natural persons who are at least 18 years of age but need not be residents of Florida [or members of the Corporation].

Section 2. Compensation. Unless specifically authorized by a resolution of the Board of Directors, the directors shall serve in such capacity without compensation. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors. No such payment shall preclude any director from serving in any other capacity and receiving compensation therefor.

Section 3. Number, Election & Term. This Corporation shall have a minimum of three directors. The number of directors of the Corporation shall be fixed from time to time, within any limits set forth in the Articles of Incorporation, by resolution of the Board of Directors. Any decrease in the number of directors shall not shorten the term of an incumbent directors. Directors shall be elected annually, at the annual meeting of the members of the Corporation, by a plurality of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present. The terms of the initial directors of the Corporation expire at the first members' meeting at which directors are elected and when their successors are elected and shall qualify, or upon their earlier resignation, removal from office or death. The terms of all other directors expire at the next annual members' meeting following their election and when their successors are elected and shall qualify, or upon their earlier resignation, removal from office or death.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by the sole remaining director, as the case may be, or, if the vacancy is not so filled or if no director remains, by the members at an annual or special meeting called for that purpose. A director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors, but only for a term of office continuing until the next election of directors.

Section 5. Removal of Directors. The members may remove one or more directors with or without cause. A director may be removed by the members at a meeting of members, provided the notice of the meeting states that the purpose, or one of the purposes, of the meeting is the removal of the director,

Section 6. Quorum and Voting. A majority of the number of directors fixed by or in accordance with these Bylaws shall constitute a quorum for the transaction of business at any meeting of directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors.

Section 7. Deemed Assent. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (i) the director objects at the beginning of the meeting (or promptly upon his approval) to the holding of the meeting or transacting specified business at the meeting, or (ii) the director votes against or abstains from the action taken.

Section 8. Committees. The Board of Directors, by resolution, may designate from among its members an executive committee and one or more other committees each of which must have at least two members and, to the extent provided in the designating resolution, shall have and may exercise all the authority of the Board of Directors, except such authority as may be reserved to the Board of Directors under Florida law. The board, by resolution adopted in accordance with this section, may designate one or more directors as alternate members of any such committee who may act in the place and stead of any absent member or members at any meeting of such committee.

Section 9. Meetings. Regular and special meetings of the Board of Directors shall be held at the principal place of business of the Corporation or at any other place, within or without the State of Florida, designated by the person or persons entitled to give notice of or otherwise call the meeting.

Meetings of the Board of Directors may be called by the Chairman of the Board or by the President. A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of an adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the directors who were present. Members of the Board of Directors (and any committee of the Board) may participate in a meeting of the Board (or any committee of the Board) by means of a telephone conference or similar communications equipment through which all persons participating may simultaneously hear each other during the meeting; participation by these means constitutes presence in person at the meeting.

Section 10. Notice of Meeting. Regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting, so long as the date, time and place of such meetings are fixed generally by the Board of Directors. Special meetings of the Board of Directors must be preceded by at least two (2) days written notice of the date, time and place of the meeting.

The notice need not describe either the business to be transacted at or the purpose of the special meeting.

Section 11. Waiver of Notice. Notice of a meeting of the Board of Directors need not be given to a director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of that meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting and the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. The waiver of notice need not describe either the business to be transacted at or the purpose of the special meeting.

Section 12. Director Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (or a committee of the Board) may be taken without a meeting if the action is taken by the written consent of all members of the Board of Directors (or of the committee of the Board). The action must be evidenced by one or more written consents describing the action to be taken and signed by each director (or committee member), which consent(s) shall be filed in the minutes of the proceedings of the Board. The action taken shall be deemed effective when the last director signs the consent, unless the consent specifies otherwise.

ARTICLE IV Officers

Section 1. Officers. The Corporation shall have a Chairman of the Board, a President, a Secretary and a Treasurer, each of whom shall be appointed by the Board of Directors. Such other officers and assistant officers and agents as may be deemed necessary or desirable may be appointed by the Board of Directors or the Chairman of the Board, if any, from time to time. Any two or more offices may be held by the same person.

Section 2. Duties. The officers of the Corporation shall have the following duties:

The Chairman of the Board shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors and members. He shall perform all duties commonly incident to the office of chief executive officer and such other duties as the Board of Directors shall from time to time designate.

The President shall be the chief operating officer of the Corporation and shall have general and active management of the business and affairs of the Corporation subject to the direction of the Board of Directors. The President shall see to it that all orders and resolutions of the Board are carried into effect. In the absence of the Chairman of the Board or in the event the Board of Directors shall not have designated a Chairman of the Board, the President shall preside at all meetings of the Board of Directors and members.

Each Vice President, if any, shall have such powers and perform such duties as the Board of Directors, or the Chairman of the Board, shall from time to time designate. In the absence of disability of the President, a Vice President specifically designated by the vote of the Board of Directors shall have the powers and shall exercise the duties of the President.

The Secretary shall have custody of and shall maintain all of the corporate records (except the financial records), shall record the minutes of all meetings of the members and the Board of Directors, shall authenticate records of the Corporation, shall send all notices of meetings and shall perform such other duties as are prescribed by the Board of Directors or the Chairman of the Board.

The Treasurer shall have custody of all corporate funds, securities and financial records, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render an account of all his transactions as treasurer and of the financial condition of the Corporation at regular meetings of the Board or when the Board of Directors so requests. The Treasurer shall also perform such other duties as are prescribed by the Board of Directors or the Chairman of the Board.

Each Assistant Secretary and Assistant Treasurer, if any, shall be appointed by the Board of Directors or by the Chairman of the Board and shall have such powers and shall perform such duties as shall be assigned by them by the Board of Directors or by the Chairman of the Board.

Section 3. Resignation of Officer. An officer may resign at any time by delivering written notice to the Corporation. The resignation shall be effective upon receipt, unless the notice specifies a later effective date. If the resignation is effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date provided the Board of Directors provides that the successor officer does not take office until the future effective date.

Section 4. Removal of Officer. The Board of Directors may remove any officer at any time with or without cause. Any officer or assistant officer, if appointed by another officer, may be removed by the appointing officer.

Section 5. Compensation. The compensation of officers shall be fixed from time to time at the discretion of the Board of Directors. The Board of Directors may enter into employment agreements with any officer of the Corporation.

ARTICLE V
Member Certificates

Section 1. Issuance. Certificates representing membership in the Corporation may be issued.

Section 2. Form. In the event membership certificates are issued, such certificates shall be signed by the President, any Vice President and the Secretary or Assistant Secretary of the Corporation, and may be sealed with the seal of this Corporation or a facsimile thereof.

ARTICLE VI
Corporate Records and
Member Inspection Rights

Section 1. Corporate Records.

(A) The Corporation shall keep as permanent records minutes of all meetings of its members, if any, Board of Directors and committees having any authority of the Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation.

(b) If the Corporation shall have members entitled to vote, it shall maintain at its registered office in this state a copy of the articles of incorporation and its bylaws, as amended, accurate accounting of records and a list of the names and addresses of all members in alphabetical order.

Section 2. Inspection Rights. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time and may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

Section 3. Corporate Information Available to the Public. The Corporation shall maintain a registered agent and registered office in accordance with Florida law, and current information regarding the Corporation shall be readily available to the public. At a minimum, such information must include the text of the charter or articles of incorporation and all amendments thereto, the name of the Corporation, the date of incorporation, the street address of the principal office of the Corporation, the Corporation's federal employer identification number, the name and business street address of each director, the name of its registered agent, and the street address of its registered office.

ARTICLE VII
Indemnification

Section 1. Right to Indemnification. Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (1) who is or was a director or trustee of the Corporation, (2) who is or was an officer, agent or employee of the Corporation as to whom the Corporation has agreed to grant such indemnity hereunder, or (3) who is or was serving at the request of the Corporation as its representative in the position of a director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as such director, officer, trustee, partner, agent, employee or representative, or arising out of his status as such director, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorney's fees, whether or not the Corporation would have the legal power to directly indemnify him against such liability.

Section 2. Advances. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the board of directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

Section 3. Savings Clause. If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless indemnifies each director of the Corporation to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

ARTICLE VIII Miscellaneous

Section 1. Corporate Seal. The corporate seal of the Corporation shall be circular in form and shall include the name of the Corporation, the year incorporated, and the words "Florida", "Corporate Seal" and "not-for-profit" embossed thereon.

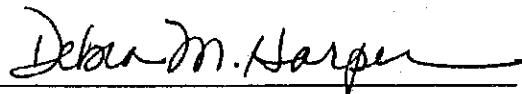
Section 2. Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each calendar year, unless otherwise fixed by resolution of the Board of Directors.

Section 3. Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President, the Treasurer or such other officer(s) or agent(s) of the Corporation as shall be determined from time to time by resolution of the Board of Directors.

ARTICLE I
Amendment

These Bylaws may be altered, amended or repealed, and new Bylaws adopted, by the Board of Directors or by the members.

I HEREBY CERTIFY that the foregoing Bylaws were duly adopted by the board of directors of the Corporation at its organizational meeting held by written consent dated 08-13, 1996.


Secretary

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: FEB 11 2006

INDIANTOWN EDUCATION COALITION INC
PO BOX 553
INDIANTOWN, FL 34956-0000

Employer Identification Number:
65-0628920
DIN:
17053007733016
Contact Person: DAN W BERRY ID# 31122
Contact Telephone Number:
(877) 829-5500
Public Charity Status:
170(b)(1)(A)(vi)

Dear Applicant:

Our letter dated SEPTEMBER 1996, stated you would be exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, and you would be treated as a public charity, rather than as a private foundation, during an advance ruling period.

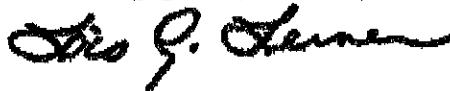
Based on the information you submitted, our letter dated JUNE 2001 in which you were presumed to be a private foundation is hereby superseded. You are classified as a public charity under the Code section listed in the heading of this letter. Since your exempt status was not under consideration, you continue to be classified as an organization exempt from Federal income tax under section 501(c)(3) of the Code.

Publication 557, Tax-Exempt Status for Your Organization, provides detailed information about your rights and responsibilities as an exempt organization. You may request a copy by calling the toll-free number for forms, (800) 829-3676. Information is also available on our Internet Web Site at www.irs.gov.

If you have general questions about exempt organizations, please call our toll-free number shown in the heading.

Please keep this letter in your permanent records.

Sincerely yours,



Lois G. Lerner
Director, Exempt Organizations
Rulings and Agreements

Letter 1050 (DD/CG)