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David J. Mourick
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TRANSMITTAL LETTER

July 26, 2001

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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Re: SPRING CREEK PARENT TEACHER CORPORATION
Articles of Incorporation

Dear Sir:

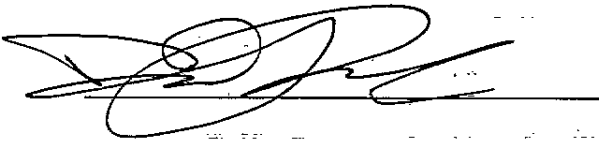
Enclosed for submission are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation and the original and one copy of Designation and Acceptance of Registered Agent.

Filing fees also enclosed as follows:

Filing fee:	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy	\$8.75
<u>Certificate of Status</u>	<u>\$8.75</u>
TOTAL	\$87.50

Thank you for your assistance in this matter.

Sincerely,



FROM: David J. Mourick, Atty
24831 Old 41 Road, Suite B
Bonita Springs, Florida 34135
Tel: 941-947-0535

FILED
01 JUL 30 PM 12: 52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: Please provide a certified copy of the Articles.

David J. Mourick
7/31/01

**ARTICLES OF INCORPORATION
OF
SPRING CREEK PARENT TEACHER CORPORATION**
A Florida Not For Profit Corporation

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE: NAME

The name of the Corporation shall be SPRING CREEK PARENT TEACHER CORPORATION

ARTICLE TWO: PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 25571 Elementary Way, Bonita Springs, Florida 34135.

ARTICLE THREE: STATEMENT OF CORPORATE NATURE, PURPOSES AND POWERS

- A: The corporation is a non-profit corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes.
- B: The corporation is organized upon a non-stock basis.
- C: The corporation is formed for the exclusive purpose of promoting and providing educational opportunities and activities, the promotion of community development, and for other charitable purposes by the distribution of its funds for such purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

ARTICLE FOUR: MEMBERSHIP

Membership Qualification:

The qualification for members of the corporation (the "Members") and the manner of their admission shall be regulated by the corporate bylaws.

Initial Members:

The initial membership of the corporation shall consist of the members of the Spring Creek Parent Teacher Organization.

Rights and Liabilities of Members:

The Members shall have no right, title or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any Member on the dissolution or winding up of the corporation. Members shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments. Each member shall have one vote at any meeting at which a vote of the Members is taken.

ARTICLE FIVE: DIRECTORS

A. Qualifications and Election of Directors:

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall never be less than three. The Board of Directors shall be elected by the Members in accordance with the bylaws. The names and addresses of the persons who are to serve as the initial members of the Board of Directors are as follows:

Sheryl Clarke 25571 Elementary Way Bonita Springs, FL 34135	Lois Bachman 25571 Elementary Way Bonita Springs, FL 34135	Pamela Pass 10591 Ankeny Lane Bonita Springs, FL 34135
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B. Term:

The Directors named herein as the initial Board of Directors shall hold office until the first annual meeting of members at which time an election of directors shall be held and until their successors are elected and qualified. Each director so elected shall serve until the expiration of his or her term and until election and qualification of his or her successor in office.

ARTICLE SIX: OFFICERS

The officers of the corporation shall be a president, a secretary, and a treasurer, and may include one or more vice presidents and such other officers as may be elected by the Board of Directors from time to time. An officer may serve in more than one capacity. The officers shall be elected and hold office in accordance with the bylaws of the corporation.

ARTICLE SEVEN: BYLAWS

Subject to the limitations, if any, contained in the bylaws or set forth in applicable law, the bylaws of this corporation may be made and adopted by, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE EIGHT: AMENDMENT OF ARTICLES

The Articles of Incorporation may be amended in any manner provided by law, and the amendment shall be incorporated therein when the amendment has been filed with the Department of State, approved by it, and all filing fees have been paid.

ARTICLE NINE: INCORPORATOR

The name and address of the incorporator is:

Sheryl Clarke
25571 Elementary Way
Bonita Springs, Florida 34135

ARTICLE TEN: REGISTERED AGENT

The name of corporation's initial registered agent is Sheryl Clarke, and her address including street and number is 25571 Elementary Way, Bonita Springs, Florida 34135.

ARTICLE ELEVEN: DISSOLUTION

Upon dissolution of this corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of the State of Florida has executed these Articles of Incorporation on this 20 day of June, 2001.

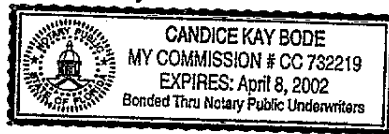
Sheryl L. Clarke
SHERYL CLARKE

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day before me, an officer authorized to administer oaths and take acknowledgments, personally appeared SHERYL CLARKE, who, after being sworn and cautioned, upon oath given by me, executed the foregoing instrument and acknowledged that he executed said instrument for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 20 day of June, 2001.

Candice Kay Bode
NOTARY PUBLIC



[] Personally known or [] Produced Identification _____

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Sheryl L. Clarke
SHERYL CLARKE

DATE: June 20, 2001.

FILED
01 JUL 30 PM 12:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA