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(Requestor's Name)

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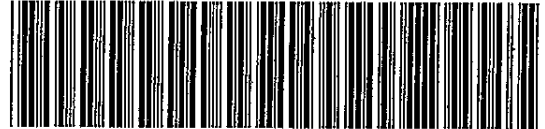
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CS. 2-25



WELLBAUM & WOLFF, P.A.

R. W. WELLBAUM, JR.
LORI WELLBAUM WOLFF*
*ALSO ADMITTED IN CALIFORNIA

686 NORTH INDIANA AVENUE, SUITE A
ENGLEWOOD, FLORIDA 34223
TELEPHONE (941) 474-3241
FAX (941) 475-2927

February 11, 2005

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: HERON CREEK MIDDLE SCHOOL COMMUNITY OF CARING FOUNDATION

Dear Sir or Madam:

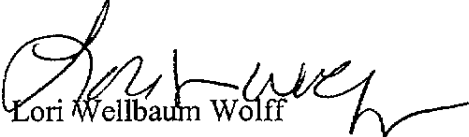
Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced matter.

Please file the Articles of Incorporation with the State and return a certified copy of same to my office.

Also enclosed is a check in the amount of \$78.75 for cost of filing.

Should you have any questions, please contact my office.

Very truly yours,


Lori Wellbaum Wolff

LWW/ljr

ARTICLES OF INCORPORATION
OF
HERON CREEK MIDDLE SCHOOL COMMUNITY OF CARING FOUNDATION, Inc.

Article I – Name

The name of this corporation is: HERON CREEK MIDDLE SCHOOL COMMUNITY OF CARING FOUNDATION, Inc.

Article II – Principal Office

The principal place of business and mailing address of this corporation shall be: 6501 West Price Boulevard, North Port, Florida 34286.

Article III – Purpose

The purpose of this corporation shall be to provide equity in opportunity for Heron Creek students and to improve student academic performance by providing support to students and families facing social and emotional challenges that impair learning, and any lawful business not prohibited by the laws of the State of Florida or the United States of America.

Article IV – Manner of Election

The affairs of this corporation shall be managed by the Board of Directors and its elected officers. The Board of Directors shall consist of no less than three (3) members and may be increased in accordance with the By-Laws. The Directors and officers shall be elected in the manner and at times as provided for in the By-Laws.

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TALLAHASSEE, FLORIDA

Article V – Initial Directors/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 By-laws, but shall never be less than three (3).

The names and addresses of the directors of this corporation are:

Scott A. Wilson
6501 West Price Boulevard
North Port, Florida 34286

Tracy Mason
6501 West Price Boulevard
North Port, Florida 34286

R. Theodore Watson, Jr.
6501 West Price Boulevard
North Port, Florida 34286

Article VI - Initial Registered Agent and Street Address

The street address and the mailing address of the initial registered agent of this corporation is 6501 West Price Boulevard, North Port, Florida 34286, and the name of the initial registered agent of this corporation at that address is Scott A. Wilson, Principal.

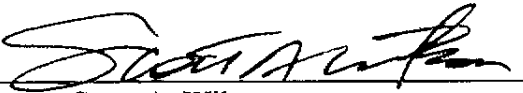
Article VIII - Incorporators

Scott A. Wilson
6501 West Price Boulevard
North Port, Florida 34286

Tracy Mason
6501 West Price Boulevard
North Port, Florida 34286

R. Theodore Watson, Jr.
6501 West Price Boulevard
North Port, Florida 34286

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of
Incorporation, this 29 day of JAN, 2005.



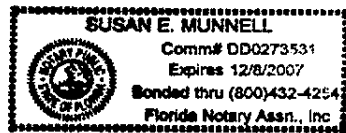
Scott A. Wilson


STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28 day of Jan,
2005, by Scott A. Wilson,

who is personally known to me; or

who has provided _____ as identification.





Signature of Notary
State of Florida

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of
Incorporation, this 28 day of Jan, 2005.



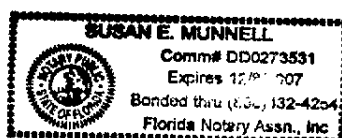
Tracy Mason

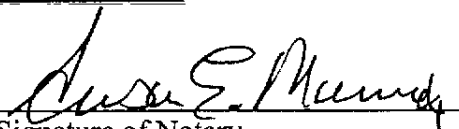
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28 day of
Jan, 2005, by Tracy Mason,

who is personally known to me; or

who has provided _____ as identification.





Signature of Notary
State of Florida

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of
Incorporation, this 1 day of Feb., 2005.

R. Theodore Watson, Jr.
R. Theodore Watson, Jr.

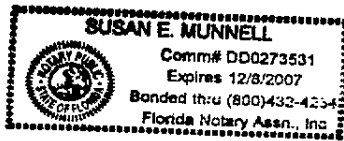
STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 1 day of
Feb., 2005, by R. Theodore Watson,

who is personally known to me; or

who has provided _____ as identification.



Susan E. Munnell
Signature of Notary
State of Florida

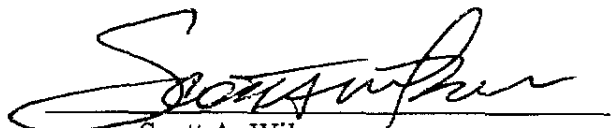
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48-091, Florida Statutes, the following is submitted, in compliance with said Act:

That HERON CREEK MIDDLE SCHOOL COMMUNITY OF CARING FOUNDATION, *Inc.* desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the town of North Port, State of Florida, has named Scott A. Wilson, Principal, 6501 West Price Boulevard, North Port, Florida 34286, 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 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.


Scott A. Wilson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA