

TRANSMITTAL LETTER

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

SUBJECT: SANIBEL SEA SCHOOL, INC.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate
ADDITIONAL COPY REQUIRED	

FROM: J. Bruce Neill & Evelyn Monroe Neill
Name (Printed or typed)

54 Burkewood Road
Address

Mount Vernon, NY 10552
City, State & Zip

914-668-6485
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Articles Of Incorporation
Of
SANIBEL SEA SCHOOL, INC.
A NONPROFIT CORPORATION

The undersigned, natural person(s) of the age of eighteen years or older, acting as incorporator(s) for the purpose of creating a nonprofit corporation under the laws of the State of Florida in compliance with Chapter 617, F.S., do hereby set forth:

Article I The name of the corporation is: Sanibel Sea School, Inc.

Article II The principal place of business of this corporation is:

546 Hideaway Court

Sanibel, FL 33957

The principal mailing address of this corporation is:

P.O. Box 1229

Sanibel, FL 33957-1229

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article III The purposes for which the corporation is organized are:

a. Sanibel Sea School is organized for exclusively, charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3) of the Internal Revenue Code of 1986.

b. Notwithstanding any other provision of these Articles, this organization 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 or the corresponding provision of any future United States Internal Revenue Law.

c. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Article IV The board of directors of the corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws.

Article V The names, addresses and titles of Directors / Officers are:

J. Bruce Neill, President, 54 Burkewood Road, Mount Vernon, NY 10552

Evelyn Monroe Neill, Secretary, 54 Burkewood Road, Mount Vernon, NY 10552
Howard Sherman, Director, 65 Washington Street, Apt. 6D, Brooklyn, NY 11201
Jean Conlan Rosenfeld, Director, 711 Amsterdam Ave., Apt. 17N, NY, NY 10025
Victoria G. Thayer, Director, 602 Dancer Court, Beaufort, NC 28516

Article VI The address of the initial registered office of the corporation is:

Caldwell Banker Previews International
1149 Periwinkle Way
Sanibel, FL 33957

and the name of the corporation's original registered agent at such address is:

Charlie Sobczak

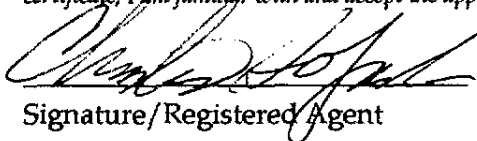
Article VII The name and address of the incorporator(s) is as follows:

J. Bruce Neill & Evelyn Monroe Neill, 54 Burkewood Rd., Mt. Vernon, NY 10052

Article VIII This corporation will not have members.

Article IX No part of the net earnings of the corporation shall inure to the benefit of any officer or director of the corporation; and upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of the residual assets of the corporation exclusively for exempt purposes of the corporation in such manner, or to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any future Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, for such purposes or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent

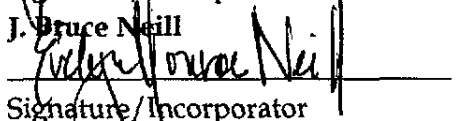
Charlie Sobczak

11/8/05
Date


Signature/Incorporator

J. Bruce Neill

4 NOVEMBER 2005
Date


Signature/Incorporator

Evelyn Monroe Neill

November 4, 2005
Date