

N99000001998



ACCOUNT NO. : 072100000032

REFERENCE : ~~183333~~ 7103152

AUTHORIZATION : *Patricia Ryzut*

COST LIMIT : \$ ~~52.50~~ 523.25

ORDER DATE : March 25, 1999

W99000007290

ORDER TIME : 3:13 PM

ORDER NO. : 183333-005

700002819037--2

CUSTOMER NO: 7103152

CUSTOMER: Kenneth R. Johnson, Esq
Goodlette Coleman & Johnson,
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

DOMESTIC AMENDMENT FILING

NAME: COMMUNITY SCHOOL OF NAPLES,
INC.

EFFECTIVE DATE:

 ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria Stephens

*524
W99-7474*

EXAMINER'S INITIALS:

g 3/31/99

**02250, 00536, 00672*

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99 MAR 25 AM 10:34



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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March 29, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: COMMUNITY SCHOOL OF NAPLES, INC.
Ref. Number: W99000007474

We have received your document for COMMUNITY SCHOOL OF NAPLES, INC. and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

THE FILING FEE FOR A REINSTATEMENT AND REINCORPORATION IS \$498.75. A CERTIFICATE OF STATUS IS AN ADDITIONAL \$8.75.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 999A00015666

RESUBMIT

Please give original
submission date as file date.

DIVISION OF CORPORATION

99 MAR 29 PM 3:05

RECEIVED

APPLICATION FOR REINSTATEMENT AND REINCORPORATION OF LEGISLATIVELY OR JUDICIALLY CHARTERED NOT FOR PROFIT CORPORATION

IN COMPLIANCE WITH s. 617.1623(1)(d), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REINSTATE AND REINCORPORATE A NOT FOR PROFIT LEGISLATIVELY OR JUDICIALLY CHARTERED CORPORATION WHICH WAS DISSOLVED ON JULY 2, 1992, PURSUANT TO s. 617.1623(1)(c):

- 1. COMMUNITY SCHOOL OF NAPLES, INC.
Name of corporation exactly as it appears in legislative or judicial charter.
- 2. 3251 PINE RIDGE ROAD, NAPLES, FL 34109
Street address of the principal office of the corporation.
(This address will be used for the mailing of corporation annual reports)
- 3. JUNE 5, 1979
Date of legislative or judicial incorporation

- 4. FEI Number 59-1920297
 - FEI Number applied for
 - FEI Number not required

5. Name, address (P. O. Box NOT acceptable) and title of current officers and/or directors: (use additional page if necessary)

Title	Name	Street Address	City/State/Zip
PRESIDENT/D	DUANE STRANAHAN, JR.	4001 TAMiami TRAIL NORTH, Suite 300,	NAPLES, FL 34103
V.P./D	FRED PEZESHKAN	3251 PINE RIDGE ROAD,	NAPLES, FL 34109
Treas./D	PETER Sulick	3251 PINE RIDGE ROAD,	NAPLES, FL 34109
Sec./D	JACKIE Cronacher	3251 PINE RIDGE ROAD,	NAPLES, FL 34109
Ass. v.p.	KENNETH R. JOHNSON	4001 TAMiami TRAIL NORTH, Suite 300,	NAPLES, FL 34103

6. Attached is a copy of the judicial charter and all amendments thereto certified by the Circuit Court of the county wherein recorded or a copy of the chartering law certified by the Department of State, Division of Elections as to legislative charters and completed Certificate of Reincorporation.

Kenneth R. Johnson
Authorized Signature

KENNETH R. JOHNSON, INCORPORATOR / Ass. v.p.
Name and capacity of person signing application
(see S. 617.10201(6))

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COMMUNITY SCHOOL OF NAPLES, INC.

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Officers and Directors

President/Director	Duane Stranahan, Jr.	4001 Tamiami Trail North, Suite 301 Naples, FL 34103
Vice President and Director	Fred Pezeshkan	3251 Pine Ridge Road Naples, FL 34109
Treasurer and Director	Peter Sulick	3251 Pine Ridge Road Naples, FL 34109
Secretary and Director	Jackie Cronacher	3251 Pine Ridge Road Naples, FL 34109
Asst. Vice President	Kenneth R. Johnson	4001 Tamiami Trail North, Suite 300 Naples, FL 34103

RECORDED
OFFICIAL RECORD BOOK
COLLIER COUNTY, FLORIDA

590281

CORPORATE CHARTER OFF. REC. 814 PAGE 611

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OF

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NAPLES COUNTRY DAY PRIVATE SCHOOL, INC.

ARTICLE I. The name of this corporation is NAPLES COUNTRY DAY PRIVATE SCHOOL, INC.

ARTICLE II. This corporation will operate its school within Collier County, Florida. The principal office shall be at 219A Bobolink Way, Naples, Florida 33942.

ARTICLE III. This corporation is formed for the purpose of operating a private school with a demanding but flexible curriculum providing classes that are personal, alive, and creative.

NAPLES COUNTRY DAY PRIVATE SCHOOL, INC. shall maintain a racially nondiscriminatory policy towards students, and shall not discriminate against applicants and students on the basis of race, color, and national or ethnic origin.

NAPLES COUNTRY DAY PRIVATE SCHOOL, INC. is an Affirmative Action Equal Opportunity Employer.

The corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Laws. The specific purposes for which the corporation has been organized as set forth above in this Article are believed to be and are intended to be charitable purposes within the understanding of that term under Section 501(c)(3) of the Internal Revenue Code, and the activities of the corporation will always be conducted in a manner to conform to such charitable purposes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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

State of FLORIDA
County of COLLIER

I HEREBY CERTIFY THAT this is a true and correct copy of a document recorded in the OFFICIAL RECORDS of Collier County. WITNESS my hand and official seal this

date: June 27, 1979
Dwight E. Brock, CLERK OF CIRCUIT COURT

BY: Dwight E. Brock D.C.

the purposes set forth in this Article. 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 on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IV. Members of this corporation shall be natural persons who express their affirmation of and agreement with the purposes of NAPLES COUNTRY DAY PRIVATE SCHOOL, INC., and whose admission as members is approved by a majority vote of the Board of Trustees.

ARTICLE V. The term of existence of this corporation is perpetual.

ARTICLE VI. The incorporators and initial charter members, all of whom are adults, are:

A. Beirne Brown	400 Widgeon Point Naples, Florida 33942
Mary Brown	400 Widgeon Point Naples, Florida 33942
Diane Coen	431 Widgeon Point Naples, Florida 33942
James G. Davis, Jr.	219A Bobolink Way Naples, Florida 33942
Mary K. Davis	219A Bobolink Way Naples, Florida 33942
Charles Foss	208 Bobolink Way Naples, Florida 33942
Kipp T. Foster	515 21st Avenue South Naples, Florida 33940
Elaine Foster	515 21st Avenue South Naples, Florida 33940
Jerome S. Goss	109 Bobolink Way Naples, Florida 33942
Connie J. Gwinn	2102 Alamanda Drive Naples, Florida 33940

A. J. Keyser	457 Cypress Way Naples, Florida 33942
Rosemarie Keyser	457 Cypress Way Naples, Florida 33942
Sarah McCall	530 Bald Eagle Drive Naples, Florida 33942
Sonie Meit	720 Bald Eagle Drive Naples, Florida 33942
Ted L. Norris	102A Bobolink Way Naples, Florida 33942
Carol Norris	102A Bobolink Way Naples, Florida 33942
Gordon Radcliffe	4100 Cutlass Lane Naples, Florida 33940
Robert M. Reed II	530 Bald Eagle Drive Naples, Florida 33942
Jack Roley	401 Widgeon Point Naples, Florida 33942
Leonard Rosendahl	640 Jacana Circle Naples, Florida 33942
Elizabeth Swanson	4348 Gordon Drive Naples, Florida 33940
Paul Toppino	577 Parkwood Lane Naples, Florida 33940
Judith Van Arsdale	1976 Galleon Drive Naples, Florida 33940
Roger Williams	3440 Rum Row Naples, Florida 33940
Wayne C. Wills	635 Harbour Drive Naples, Florida 33940

ARTICLE VII. The affairs of the corporation shall be managed under the direction of a Board of Trustees (called a Board of Directors in Florida Statutes 623.12) of seven (7) members. The Board shall be elected by a majority vote of the members present at the annual meeting of the membership. The initial Board of Trustees who shall serve until their successors are elected are:

A. Beirne Brown	400 Widgeon Point Naples, Florida 33942
James G. Davis, Jr.	219A Bobolink Way Naples, Florida 33942
Mary K. Davis	219A Bobolink Way Naples, Florida
Kipp T. Foster	515 21st Avenue South Naples, Florida 33940
A. J. Keyser	457 Cypress Way Naples, Florida 33942

Robert M. Reed II

530 Bald Eagle Drive
Naples, Florida 33942

Paul Toppino

577 Parkwood Lane
Naples, Florida 33940

ARTICLE VIII. The day-to-day affairs of the corporation shall be managed by a President, Vice-President, and Secretary/Treasurer, to be elected annually by the Board of Trustees. The officers who shall serve in such capacities until the first election of officers by the Board are:

- President: James G. Davis, Jr.
- Vice-President Mary K. Davis
- Secretary/Treasurer Robert M. Reed II

ARTICLE IX. The bylaws of the corporation shall be made, altered, or rescinded by majority vote of the Board of Trustees.

ARTICLE X. This corporation is organized pursuant to Florida Statutes Chapter 623. The corporation shall have all those powers necessary to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Specifically, the corporation shall have those powers enumerated in Florida Statutes 623.10. However, notwithstanding anything herein to the contrary (whether in this Article or in Florida Statutes 623.10), the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code and the regulations thereunder as same now exist or as they may be hereafter amended from time to time.

ARTICLE XI. The corporate charter may be amended in accordance with Florida Statutes 623.04.

ARTICLE XIII. Dissolution of the corporation shall be pursuant to Florida Statutes 623.06. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for the charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII. The Registered Agent for this corporation shall be:

James G. Davis, Jr. 219A Bobolink Way
Naples, Florida 33942

I hereby accept the designation of Registered Agent for NAPLES COUNTRY DAY PRIVATE SCHOOL, INC.

James G. Davis, Jr.
James G. Davis, Jr.

IN WITNESS WHEREOF, I, one of the subscribing incorporators listed in Article VI hereof, do hereby subscribe my name this 14th day of June, 1979.

James G. Davis, Jr.
James G. Davis, Jr.

STATE OF FLORIDA
COUNTY OF COLLIER

On this day before me, the undersigned officer, personally appeared JAMES G. DAVIS, JR., known to me to be the person whose name is subscribed to the foregoing instrument, and he

acknowledged before me that he executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 4th day of June, 1979.

David E. Claley
Notary Public

My commission expires: 11-11-80

OATH

I, James G. Davis, Jr., being first duly sworn, do hereby state that the corporate charter of NAPLES COUNTRY DAY PRIVATE SCHOOL, INC., is intended in good faith to carry out the purposes and objectives set forth therein and as provided in Florida Statutes Chapter 623.

James G. Davis, Jr.
James G. Davis, Jr.

STATE OF FLORIDA
COUNTY OF COLLIER

On this day before me, the undersigned officer, personally appeared JAMES G. DAVIS, JR., known to me to be the person whose name is subscribed to the foregoing Oath, and he acknowledged before me that he executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 4th day of June, 1979.

David E. Claley
Notary Public

My commission expires: 11-11-80

I, TED BROUSSEAU, a Circuit Judge for the twentieth judicial circuit in and for Collier County, Florida, finding the corporate charter of NAPLES COUNTRY DAY PRIVATE SCHOOL, INC., to be in the proper form and for the objectives and purposes authorized by Florida Statutes Chapter 623, and finding

same to be in accordance with the provisions and limitations of said Act, do hereby approve said corporate charter, and do hereby endorse my approval hereon.

DONE at Naples, Collier County, Florida, on this the 5 day of June, 1979.

W. P. Brousseau
Circuit Judge

Copy to Conley jr

Recorded and Verified
in Official Records of
COLLIER COUNTY, FLORIDA
WILLIAM J. REAGAN
Clerk of Circuit Court

AMENDMENT TO CORPORATE CHARTER
of
NAPLES COUNTRY DAY PRIVATE SCHOOL, INC.

At a Special Meeting of the Members of NAPLES COUNTRY DAY PRIVATE SCHOOL, INC., a corporation organized pursuant to Statutes Chapter 623, which meeting was duly called and held pursuant to law and the Corporate Charter and the Bylaws of said Corporation, the following resolution was duly adopted by an unanimous affirmative vote of the members:

RESOLVED, that Article I of the Corporate Charter be amended to read as follows:

ARTICLE I: The name of this Corporation is COMMUNITY SCHOOL OF NAPLES, INC., a private school.

and be it further

RESOLVED, that the first sentence of Article VII be amended as follows:

"The affairs of the corporation shall be managed under the direction of a Board of Directors (referred herein as Trustees) of not fewer than five (5) members; and be it further

RESOLVED, that Article XIII of the Corporate Charter be amended to read as follows:

ARTICLE XIII: The Registered Office of the Corporation shall be 3411 Tamiami Trail North, Naples, Florida, and the Registered Agent at said office shall be Joe B. Cox.

I hereby accept the designation of Registered Agent for COMMUNITY SCHOOL OF NAPLES, INC., a private school.

Joe B. Cox

Joe B. Cox

CUMMINGS & LOCKWOOD
ATTORNEYS AT LAW
SUITE 204, NORTH TOWER
3411 TAMAMIAMI TRAIL NORTH
NAPLES, FLORIDA 33940

County of COLLIER
I HEREBY CERTIFY THAT THIS IS A TRUE AND correct copy of a document recorded in the OFFICIAL RECORDS of Collier County. WITNESS my hand and official seal this 11th day of February, 1982.
DWAYNE E. BROCK, CLERK OF CIRCUIT COURT
BY: *Dwayne E. Brock* D.C.

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IN WITNESS WHEREOF, I, one of the members of said Corporation, hereof, do hereby subscribe my name this 12 day of December, 1981.

Joe B. Cox
Joe B. Cox

I CHAS. T. CARLTON, a Circuit Judge for the Twentieth Judicial Circuit in and for Collier County, Florida, finding the Amendment to Corporate Charter of COMMUNITY SCHOOL OF NAPLES, INC., a private school, to be in the proper form and for the objectives and purposes authorized by Florida Statutes Chapter 623, and finding same to be in accordance with the provisions and limitations of said Act, do hereby approve said corporate charter, and do hereby endorse my approval hereon.

Done at Naples, Collier County, Florida, on this the 18 day of December, 1981.

Chas. T. Carlton
Circuit Judge

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DIVISION OF CORPORATIONS
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STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before
me by JOE B. COX, this 12th day of December, 1981.

Robert C. Adams
Notary Public
State of Florida at Large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES APRIL 12, 1985
BONDED THRU GENERAL INS. UNDERWRITERS

OATH



I, W. CLARKE SWANSON, being first duly sworn, do
hereby state that the Amendment to the Corporate Charter
of COMMUNITY SCHOOL OF NAPLES, INC., a private school, is
intended in good faith to carry out the purposes and objec-
tives set forth therein as provided in Florida Statutes Chapter
623.

W. Clarke Swanson
W. Clarke Swanson

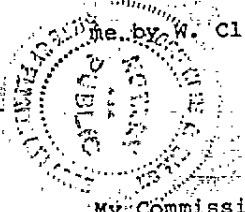
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before
me by W. Clarke Swanson, this 15 day of December, 1981.

Josephine N. Hall
Notary Public
State of Florida at Large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES APRIL 12, 1985
BONDED THRU GENERAL INS. UNDERWRITERS



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CERTIFICATE OF
REINCORPORATION UNDER CHAPTER 617
OF
COMMUNITY SCHOOL OF NAPLES, INC.

ARTICLE I
CORPORATE NAME AND ADDRESS

The name of this Corporation shall be **COMMUNITY SCHOOL OF NAPLES, INC.**, having a street and mailing address of 3251 Pine Ridge Road, Naples, FL 34109, and shall be a not for profit corporation organized under Chapter 617, Florida Statutes, and shall have all powers given to a not for profit corporation by the provisions of the Florida Not For Profit Corporation Act.

ARTICLE II
CORPORATE PURPOSES

A. The nature of the Corporation and the objects and purposes for which it is organized are to:

1. To build, lease, purchase or otherwise acquire, equip, operate and manage a school, including all grades of pre-school, elementary, middle and high school levels;
2. To promote high moral standard, together with as a part of, and as an adjunct of excellence in all required school subjects for students;
3. To operate a private school with a demanding but flexible curriculum providing classes that are personal, alive and creative;
4. To maintain a racially nondiscriminatory policy toward students, and to not discriminate against applicants and students on the basis of race, religion and national or ethnic origin;
5. To be an Affirmative Action Equal Opportunity Employer; and

to engage in any other lawful purpose or purposes not for pecuniary profit in connection therewith.

B. Notwithstanding any of the foregoing statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation as set forth in paragraph A of this Article. Moreover, nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members as such, except for distributions of assets on dissolution and winding up, and except as may otherwise be authorized by the laws of the State of Florida

ARTICLE III INCORPORATOR

The name and address of the incorporator of this Corporation are as follows:

Kenneth R. Johnson, Esq.
4001 Tamiami Trail North, Suite 300
Naples, FL 34103

ARTICLE IV ELECTION OF DIRECTORS

The Directors of this Corporation shall be elected as provided for in the bylaws of the Corporation.

ARTICLE V REGISTERED OFFICE

The initial registered office of the Corporation shall be located at 4001 Tamiami Trail North, Suite 300, Naples, FL 34103. The initial registered agent of the Corporation at that address shall be Kenneth R. Johnson. This address shall also be the address of the principal office of the corporation.

ARTICLE VI CORPORATE RESTRICTIONS

A. Subject to the restrictions and limitations hereinafter set forth, the Corporation will use and apply the whole or any part of its income and its principal exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

C. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

D. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

E. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

F. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

G. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

H. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

I. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding

provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of 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, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.


**ARTICLE VII
REINCORPORATION UNDER FLA. STAT. SECTION 617.0901**

A. The Certificate of Reincorporation (i) have been approved and adopted by the unanimous vote of the members and directors of the Corporation at a meeting duly noticed for such purpose; (ii) are being filed by the undersigned at the direction of the members and directors of the Corporation in connection with the provisions of Fla. Stat. Section 617.0901 and; (iii) are intended to, and upon filing by the Florida Secretary of State shall, replace and supersede the Corporate Charter for the Corporation dated June 5, 1979, and recorded in Official Records Book 814, at Page 611, of the Public Records of Collier County, Florida (the "Original Corporate Charter"), as amended by instrument dated December 12, 1981, and recorded in Official Records Book 957, at Page 1561, of the Public Records of Collier County, Florida (the "First Amendment to Corporate Charter").

B. A true and correct copy of the Original Corporate Charter and the First Amendment to Corporate Charter, each a certified by the Collier County Clerk of Court, is attached hereto.

C. The undersigned Incorporator certifies: (i) that the above-described Original Corporate Charter and the above described First Amendment to Corporate Charter constitute all of the incorporation documents of the Corporation as of the date of filing of the Certificate of Reincorporation; (ii) that upon filing of the Certificate of Reincorporation the Corporation accepts all of the provisions of Chapter 617, Florida Statutes; and (iii) that the change in Resident Agent and his business address as set forth herein was authorized by resolution duly adopted by the Corporation's members and directors.

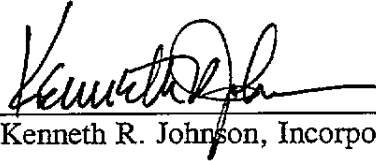
IN WITNESS WHEREOF, I have made and subscribed the Certificate of Reincorporation Article, this 24th day of March, 1999.


Kenneth R. Johnson, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

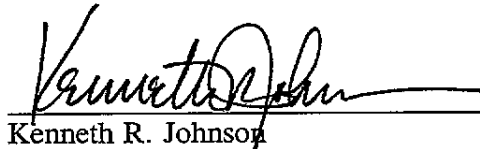
IN COMPLIANCE WITH SECTION 48.091, AND SECTIONS 617.0501 and 607.0502,
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT, COMMUNITY SCHOOL OF NAPLES, INC., desiring to organize and
reincorporate under Chapter 617 of the laws of the State of Florida, with its principal place of
business at 3251 Pine Ridge Road, Naples, FL 34109, has named Kenneth R. Johnson, located
at 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103, as its agent to accept service of
process within Florida.


Kenneth R. Johnson, Incorporator

Dated: March 24, 1999

Having been named to accept service of process for the above-named Corporation, at the
place designated in this Certificate, Kenneth R. Johnson hereby agrees to comply with the
provisions of all statutes relative to the proper and complete performance of his duties.


Kenneth R. Johnson

Dated: March 24, 1999

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99 MAR 25 AM 10:35