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Account Name : ANNIS, MITCHELL, COCKEY, EDWARDS, & ROEHN, P.A.
Account Number : 071600002745
Phone : (941) 489-1776
Fax Number : (941) 489-2444

FLORIDA NON-PROFIT CORPORATION

Naples Children and Education Foundation, Inc.

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ARTICLES OF INCORPORATION
OF
NAPLES CHILDREN AND EDUCATION FOUNDATION, INC.
(A CORPORATION NOT FOR PROFIT)

The undersigned incorporator to these Articles of Incorporation hereby associates to form a corporation (the "Corporation") not for profit under the laws of the State of Florida (Florida Statutes Chapter 617).

Article 1

Name

The name of the Corporation is NAPLES CHILDREN AND EDUCATION FOUNDATION, INC. The Corporation's principal office (and mailing address) is located at 8889 Pelican Bay Boulevard, Suite 304, Naples, Florida 34108 in Collier County, Florida. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

Article 2

Nature of Business

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary or educational or for the prevention of cruelty to children, within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), and any rulings or regulations thereunder, or the corresponding provisions of any future internal revenue law of the United States of America (the "Revenue Laws"). More specifically, subject to the restrictions and limitations of these Articles of Incorporation, the Corporation shall strive to support, in such manner as the Board of Directors determines, charitable and educational activities and programs for children in Collier County, Florida and activities and programs for the prevention of cruelty to children in Collier County, Florida. In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devise and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Code Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

Article 3

Powers

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for

Kevin Kyle, Esq.
12800 University Drive, Suite 600
Fort Myers, FL 33907

Phone: (941) 489-1776
FL Bar No.: 980595

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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. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations described in Code Section 501(c)(3) (or any corresponding provisions of any future Revenue Laws), including any rulings and regulations thereunder.

Article 4
Membership

The membership of this Corporation shall be limited to the members of the Board of Directors and such other persons as from time to time may become members as set forth in the Bylaws.

Article 5
Term of Existence

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation in the office of the Secretary of State of the State of Florida, and the Corporation shall have perpetual existence thereafter.

Article 6
Incorporator

The name and address of the incorporator of these Articles of Incorporation are: James R. Malone, 8889 Pelican Bay Boulevard, Suite 304, Naples, Florida 34108

Article 7
Officers

The officers of the Corporation shall be a President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws of the Corporation. Officers shall be elected annually by the Board of Directors at its annual meeting in the manner set forth in the Bylaws.

Article 8
Directors

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected annually in accordance with the Bylaws. The number of members of the Board of Directors shall be fixed as set forth in the Bylaws of the Corporation. The first Board of Directors, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be appointed by the incorporator pursuant to Florida Statutes Section 617.0205.

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Article 9
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 8889 Pelican Bay Boulevard, Suite 304, Naples, Florida 34108, and the name of the initial registered agent at such address is James R. Malone.

Article 10
Bylaws

The Board of Directors shall provide such Bylaws for the conduct of the Corporation's business and the carrying out of the Corporation's purposes as it may deem necessary from time to time.

Article 11
Amendments

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors by a two-thirds (2/3) vote of a quorum present at a meeting duly called in accordance with the Bylaws.

Article 12
Limitations on Actions

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, directors or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article 2 hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h) (or corresponding provisions of any subsequent Revenue Laws); and the Corporation shall not participate in or interfere or intervene with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from U.S. federal income taxation under Code Section 501(c)(3) (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Code Section 170(c)(2) (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, and distribute no part of its net income or assets to any members, trustees, directors or officers or any other private individual, and the private property of any subscribers, members, trustees, directors and officers shall not be liable for the debts of the Corporation.

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In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Code Section 509(a) (or corresponding provisions of any subsequent Revenue Laws), it shall not:

(a) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942 (or corresponding provisions of any subsequent Revenue Laws);

(b) engage in any act of self-dealing as defined in Code Section 4941(d) (or corresponding provisions of any subsequent Revenue Laws);

(c) retain any excess business holdings as defined in Code Section 4943(c) (or corresponding provisions of any subsequent Revenue Laws);

(d) make any investment in such manner as to subject it to tax under Code Section 4944 (or corresponding provisions of any subsequent Revenue Laws); or

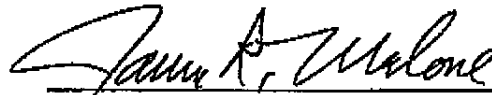
(e) make any taxable expenditures as defined in Code Section 4945(d) (or corresponding provisions of any subsequent Revenue Laws).

Article 13
Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in and qualified under Code Section 501(c)(3) (or the corresponding provisions of any future Revenue Law), as shall be selected by the last Board of Directors of the Corporation. None of the assets will be distributed to any member, trustee, officer or director of this Corporation or any other private individual. 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 or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 31st day of JAN., 2000.

ARM


James R. Malone, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: 1/31/, 2000
JRM

James R. Malone
James R. Malone
Registered Agent

DOCSFM: 47252.1
January 27, 2000

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