



N000000021001

ACCOUNT NO. : 072100000032

REFERENCE : 668778 5801A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 19, 2000

ORDER TIME : 2:42 PM

ORDER NO. : 668778-005

CUSTOMER NO: 5801A

CUSTOMER: Ms. Michele Alaniz
PAVESE HAVERFIELD DALTON
PAVESE HAVERFIELD DALTON

1833 Hendry Street
Fort Myers, FL 33901-3095

000003215680--4
-04/20/00--01001--020
*****78.75 *****78.75

DOMESTIC FILING

NAME: CYPRESS CHRISTIAN DAY SCHOOL
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 19 PM 6:01

RECEIVED
00 APR 19 PM 3:57
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 APR 19 PM 6:01

**ARTICLES OF INCORPORATION
OF
CYPRESS CHRISTIAN DAY SCHOOL, INC.
A Corporation Not For Profit**

I, the undersigned, acting as the incorporator of Cypress Christian Day School, Inc., a corporation not for profit under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I
CORPORATE NAME

The name of this corporation (hereinafter called Corporation) is CYPRESS CHRISTIAN DAY SCHOOL, INC., a corporation not for profit.

ARTICLE II
TERM OF EXISTENCE

The existence of the Corporation will commence upon the filing of these Articles with the Department of State of the State of Florida and shall continue thereafter in perpetuity.

ARTICLE III
PRINCIPAL OFFICE

The principal office of the Corporation shall be 8570 Cypress Lake Drive, Fort Myers, FL 33919, and the mailing address of the Corporation shall be the same.

ARTICLE IV
PURPOSE

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501(c)(3) purposes. No substantial part of the activities of the corporations 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, or in opposition to, any candidate for public office.

The Corporation's intent and purpose is to act as a ministry of Cypress Lake United Methodist Church, and is dedicated to children and their families, for the purpose of nurturing and educating each child in a compassionate, Christian environment, emphasizing academic excellence,

Biblical principles, physical, moral and spiritual growth. The Corporation is organized exclusively for the support of the Cypress Lake United Methodist Church. The office of the Corporation shall be maintained in the same location as the Cypress Lake United Methodist Church.

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 corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE V MEMBERSHIP

The corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, shall be as regulated in the Bylaws.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1833 Hendry Street, City of Fort Myers, County of Lee, State of Florida 33901. The name of its initial registered agent at that address is GORDON H. HARRISON.

ARTICLE VII DIRECTORS

The affairs of the Corporation will be managed by a Board of Directors consisting of eight (8) members, initially. The number of members constituting the Board of Directors may, from time to time, be increased or decreased by the members, as may be provided in the Bylaws, but shall never be less than three (3), no more than twenty (20).

(a) TERMS OF OFFICE. Directors will generally serve a term of one (1) year each and shall be elected at the annual meeting of the membership. However, the members of the Board of Directors will serve until their successors are elected and qualify and may be re-elected for additional terms. In the case of a vacancy upon the Board of Directors, whether occasioned by the resignation or removal of a member or the creation of a new directorship, the vacancy will be filled by the person elected by the remaining Board of Directors and the newly appointed member will serve until the next election of Directors.

(b) ELECTION BY MEMBERS. Members of the Board of Directors will be elected by the voting membership, except as heretofore provided. Every director elected will be either a member of the corporation, or, in the case of an entity member, an officer, general partner

or trustee of that member, as the case may be. All elections will be by plurality of votes, and the member of the Board of Directors receiving the largest number of votes shall be the Chairman of the Board of Directors.

(c) The names and addresses of the persons who shall serve as Directors until the first election are:

| <u>Name</u> | <u>Address</u> |
|--------------------|--|
| Timothy Wilson | 6579 Winkler Road Fort Myers, FL 33919 |
| Carron Frost | 11070 Lakeland Circle Fort Myers, FL 33913 |
| Ann Sell | 5322 Shalley Circle Fort Myers, FL 33919 |
| David Hamrick | 15672 Lightblue Circle Fort Myers, FL 33908 |
| Shirley Brodhecker | 4591 Trawler Court, Unit 101 Fort Myers, FL 33919 |
| Jacqui McIntyre | 995 S. Town and River Drive Fort Myers, FL 33919 |
| Cindy Bradley | 1801 Brantley Road Fort Myers, FL 33907 |
| Linda McGlashan | 1497 Cranville Square Fort Myers, FL 33919 |

(d) Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the director's authority.

ARTICLE VIII
OFFICERS

The Corporation will have a President, a Vice-President, who shall at all times be members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. Two or more offices may be held by the same person, except as may be prohibited by law. Officers will be elected by the Board of Directors for a term of one (1) year, at the first meeting of the Board of Directors following each annual meeting of the members, but may be removed with or without cause by the Directors at any time.

The names of the officers who are to serve until the first election are:

| <u>Name</u> | <u>Title</u> | <u>Address</u> |
|--------------------|---------------------|--|
| Timothy Wilson | President | 6579 Winkler Road Fort Myers, FL 33919 |
| Carron Frost | Vice President | 11070 Lakeland Circle Ft. Myers, Florida 33913 |
| Ann Sell | Secretary/Treasurer | 5322 Shalley Circle Fort Myers, FL 33919 Ft. Myers, FL 33901 |

ARTICLE IX
BASIS UNDER WHICH CORPORATION IS ORGANIZED

The corporation is a not for profit corporation as defined by the Not for Profit Corporation Act in Section 617.01401 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to its members, directors, officers or other private persons except as specifically permitted under the provisions of the Florida Not for Profit Corporation Act.

ARTICLE X
BYLAWS

Bylaws will be adopted at the first meeting of the Board of Directors. The bylaws may be amended, repealed, in whole or in part, by the Directors in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

ARTICLE XI
AMENDMENT TO ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least a majority of a quorum of the voting members of the corporation.

ARTICLE XII
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of this Corporation, assets shall be distributed to Cypress Lake United Methodist Church or for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code or shall be distributed to the Federal government or a State or local government, for a public purpose.

ARTICLE XIII
NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator are:

| | |
|----------------|----------------------|
| Timothy Wilson | 6579 Winkler Road |
| | Fort Myers, FL 33919 |

I, the undersigned, being the incorporator of the corporation, for the purpose of forming this not for profit corporation under the Laws of Florida, have executed these Articles of Incorporation this 14th day of April, 2000.



TIMOTHY WILSON

STATE OF FLORIDA
COUNTY OF LEE

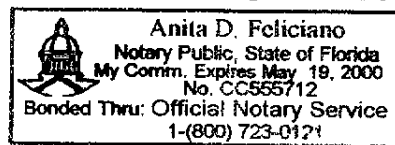
Before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared TIMOTHY WILSON, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the county and state named above this 14 day of April, 2000.

(Notary Seal)

Personally Known ad
Or Produced Identification

Anita D. Feliciano
Notary Public, State of Florida
My commission no. is: CC 555712
My commission expires: May 19, 2000



In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That CYPRESS CHRISTIAN DAY SCHOOL, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Fort Myers, County of Lee, State of Florida, has named GORDON H. HARRISON, located at 1833 Hendry Street, City of Fort Myers, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

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.

By: G. Gordon Harrison
Gordon H. Harrison, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 19 PM 6:01