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MICHAEL D. RANDOLPH  
ASSOCIATE

TELEPHONE (941) 332-3366  
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November 9, 2000

Secretary of State  
State of Florida  
Division of Corporations  
The Capitol  
Tallahassee, FL 32301

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-11/14/00--01007--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: NOONAN ACADEMY PARENT-TEACHER CONNECTION, INC.

Dear Sir or Madam:

Enclosed for filing please find on behalf of the above corporation the original and one copy of the executed Articles of Incorporation, together with a check in the amount of \$78.75, for the following:

Charter Tax	-0-
Filing Fees	\$35.00
Certified Copy	\$ 8.75
Registered Agent	
Designation	\$35.00

Please return the certified copy of the Articles of Incorporation to my office as soon as possible.

Yours truly,

Michael D. Randolph

MDR:dh

enclosures

FILED  
00 NOV 27 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

L. Bure.

NOV 28 2000



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 15, 2000

SIMPSON, HENDERSON & CARTA  
ATTN: MICHAEL D. RANDOLPH  
PO BOX 1906  
FT MYERS, FL 33902

SUBJECT: NOONAN ACADEMY PARENT-TEACHER CONNECTION, INC.  
Ref. Number: W00000027229

We have received your document for NOONAN ACADEMY PARENT-TEACHER CONNECTION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 487-6928.

Tim Burch  
Document Specialist

Letter Number: 700A00058880

FILED

Articles of Incorporation of  
NOONAN ACADEMY PARENT-TEACHER CONNECTION, INC.  
a Florida Not For Profit Corporation

00 NOV 27 PM 12:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

Article I

The name of the corporation is NOONAN ACADEMY PARENT-TEACHER CONNECTION, INC.

Article II

The corporation shall have perpetual duration.

Article III

The corporation is a not for profit corporation. The purpose for which the corporation is organized is:

(a). The specific and primary purposes for which this corporation is formed is to, through charitable and voluntary efforts, advance mutual respect and communication between parents, teachers and staff and to promote the educational excellence of students.

(b). The general purposes for which this corporation is formed are to operate exclusively for religious, charitable, and educational purposes which will qualify it as an exempt organization under 26 USCA §501(c)(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.

(c). This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article IV

a) Address The street address of the principal office of the Corporation in the State of Florida is 6401 Techster Boulevard, Fort Myers, Florida 33912. The Board of Directors may from time to time move the principal office to any other address in Florida.

b) Resident Agent The name and address of the resident agent of the Corporation upon whom service of process may be served is MICHAEL D. RANDOLPH, ESQ., 1619 Jackson Street, Fort Myers, Florida 33901, until and unless changed as prescribed by law.

#### Article V

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be five; provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first board of directors shall hold office until the first meeting of members, to be held on November 15, 2000, at 1:00 P.M., at 6401 Techster Boulevard, Fort Myers, Lee County, Florida, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of 1 year until the second annual meeting following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 1:00 P.M., on the first Monday in November of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

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 and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

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The names and residential addresses of the persons who are to serve as the initial directors are:

Sue Landers / Director and President:  
5313 Shalley Circle E.  
Fort Myers, Florida 33919

Dawn Richards / Director and Vice President  
[address]  
[city, state, zip]

Bill Lawyer / Director and Secretary  
2400 Jasper Avenue  
Fort Myers, Florida 33907

Sue Sprehn/ Director and Treasurer  
[address]  
[city, state, zip]

#### Article VI

The name and address of each incorporator are: Michael D. Randolph, Esq., 1619 Jackson Street, Fort Myers, Lee County, Florida, 33901.

#### Article VII

The board of directors shall elect the following officers: president, vice-president, treasurer, and secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers as indicated in Article V.

#### Article VIII

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not For Profit Corporation Act described above, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

#### Article IX

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

## Article X

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under 26 USCA §501(c)(3), or corresponding provisions of any subsequent federal tax laws.

## Article XI

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of then directors of the corporation.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, have executed these articles of incorporation on this 20th day of November, 2000.

MICHAEL D. RANDOLPH, Esquire

STATE OF FLORIDA )  
 )S  
COUNTY OF LEE )

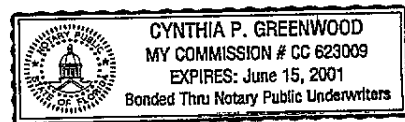
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared MICHAEL D. RANDOLPH, ESQ., to me personally known to be the person described as incorporator and subscriber who made,

subscribed and acknowledged the foregoing Articles of Incorporation, and he acknowledged before me that he had so made, subscribed and acknowledged such Articles of Incorporation.

WITNESS my hand and official seal this 20 day of November, 2000.

*Cynthia P. Greenwood*

My Commission Expires:



ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 20th day of November, 2000.

*Michael D. Randolph*  
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MICHAEL D. RANDOLPH