

NO00000008392



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 937892 169624A

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 70.00

ORDER DATE : December 19, 2000

ORDER TIME : 2:53 PM

ORDER NO. : 937892-005

CUSTOMER NO: 169624A

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CUSTOMER: Mr. William O'Neill  
Buckingham Doolittle &  
Burroughs  
Suite 201  
5551 Ridgewood Drive  
Naples, FL 34108

DOMESTIC FILING

NAME: NAPLES EDUCATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS  
00 DEC 19 PM 4:02

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**ARTICLES OF INCORPORATION**

**OF**

**NAPLES EDUCATION, INC.**  
**(a corporation not for profit)**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 DEC 19 PM 4:02

THE UNDERSIGNED, acting as sole incorporator of a corporation not for profit to be formed under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

Naples Education, Inc.

The initial principal office and mailing address of the Corporation is:

6000 Livingston Road North  
Naples, FL 34110

SECOND: The term for which the Corporation is to exist shall be perpetual or until such time as the Corporation shall have been dissolved in accordance with the laws of the State of Florida.

THIRD: The Corporation is organized:

(a) Exclusively for religious, charitable, educational and scientific purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or the corresponding provision of any future federal tax law;

(b) To operate exclusively for the benefit of the Royal Palm International Academy, Inc. ("RPIA") or other publicly supported organizations which are closely related in purpose to RPIA and to further RPIA's or such other organizations' charitable purposes;

(c) To solicit and receive by gift, grant, devise or bequest, and to acquire by purchase, lease, exchange or otherwise, property, both real and personal, either as absolute owner

or, to the extent permitted by law, as trustee thereof, and to manage and administer the same;

(d) To make contributions, grants, gifts and transfers of property, both real and personal, either outright or in trust, to or for the benefit of RPIA or to or for the benefit of organizations associated with RPIA, which are tax exempt organizations under the provisions of §501(c)(3) of the Code or the corresponding provision of any future federal tax law; and

(e) To own property and to invest and reinvest the same and pay the net income derived therefrom, or the principal itself, to or for the benefit of RPIA or in furtherance of its charitable purposes.

FOURTH: The address of the initial registered office of the Corporation shall be:

BDB Agent Co.  
2500 N. Military Trail, Suite 480  
Boca Raton, FL 33431

FIFTH: The directors of the Corporation shall be elected by the sole member. A majority of the directors shall at all times be persons who are not disqualified persons (as defined in the Code with the exception described in Section 509(a)(3)(C) of the Code) with respect to the Corporation.

SIXTH: The sole member of the Corporation shall be RPIA.

SEVENTH: The name and address of the sole incorporator is:

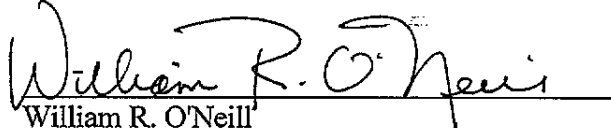
William R. O'Neill, Esq.  
Buckingham, Doolittle & Burroughs, LLP  
5551 Ridgewood Drive, Suite 201  
Naples, Florida 34108

EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth in Article Third hereof. 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 or in opposition to 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 Code, or the 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 Code, or the corresponding section of any future federal tax law.

NINTH: Upon the dissolution of the Corporation, assets shall be distributed to RPIA, or its successor entity, or if RPIA has ceased to exist and has no successor entity, to one or more organizations and for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax law, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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, being the sole incorporator, has  
executed these Articles of Incorporation on this 18<sup>th</sup> day of December, 2000.

  
William R. O'Neill  
Sole Incorporator

I, William R. O'Neill, a Vice President of BDB Agent Co., a corporation qualified to do business in the State of Florida, which has been designated to act as registered agent and to accept service of process for the above stated not for profit corporation at the place designated in the Articles of Incorporation, hereby accept on behalf of such corporation the appointment as registered agent and agree to act in this capacity. I further agree on behalf of such corporation to comply with the provisions of all statutes relating to the proper and complete performance of the duties of registered agent, and I am familiar with and accept on behalf of such corporation the designation of its position as registered agent.

BDB Agent Co.  
Registered Agent

  
By: William R. O'Neill, Vice President