

NO 1000007456

WOODWARD, PIRES & LOMBARDO, P.A.
Attorneys - At - Law

October 15, 2001

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*****78.75 *****78.75

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **Center for Educational Administrative Initiatives, Inc.
Non Profit Articles of Incorporation**

Dear Sirs:

Enclosed please find an original and one (1) copy of the Non-Profit Articles of Incorporation for the above referenced corporation and a check in the amount of \$78.75 to cover the following fees:

- | | | |
|----|------------------------------|---------|
| 1. | Filing Fee | \$35.00 |
| 2. | Certified Copy | \$ 8.75 |
| 3. | Registered Agent Designation | \$35.00 |

Thank you.

Sincerely yours,

Craig R. Woodward

CRW/ach
Enclosure

01 OCT 18 AM 11:59
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

606 Bald Eagle Drive
Suite 500
P.O. Box One
Marco Island, FL 34146
TEL (941) 394-5161
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PS
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

**CENTER FOR EDUCATIONAL ADMINISTRATIVE INITIATIVES, INC.
(NONPROFIT)**

We, the undersigned, being natural persons competent to contract, do hereby execute these articles in our capacity as incorporator of a corporation not for profit under the laws of the State of Florida pursuant to the provisions of Chapter 617 of the Florida statutes providing for the formation of a corporation not for profit with the powers, rights, privileges and immunities as hereinafter set forth.

I. NAME

1.1 The name of the corporation is **Center for Educational Administrative Initiatives, Inc.**

II. REGISTERED OFFICE, REGISTERED AGENT

2.1 The initial principal office of the Corporation is 20 Marco Lake Drive, Suite 11, Marco Island, Florida 34145.

2.2 The name of the initial registered agent for service of process and the address of the registered office are Craig R. Woodward, Esquire of Woodward, Pires & Lombardo, P.A., 606 Bald Eagle Drive, Suite 500, Marco Island, Florida 34145. The registered agent is authorized to accept service of process within this state upon the Corporation.

III. PURPOSE

3.1 The purposes and objects for which the Corporation is organized are any and all purposes authorized to be performed by a corporation not for profit under Chapter 617 of the Florida statutes. As used herein, the term "corporation not for profit" means a corporation of which no part of the income is distributable to its members, directors and officers.

3.2 Without limiting the generality of the foregoing, the purposes for which the Corporation is formed to provide seminars and training programs in the areas of Education and Administration for University and College professionals.

3.3 Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organization that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed 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 to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of the county in which the principal office of the organization 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.

IV. MEMBERSHIP

4.1 The initial members shall be William B. Miller, 20 Marco Lake Drive, Suite 12, Marco Island, Florida 34145, Catherine R. Cook, 20 Marco Lake Drive, Suite 12, Marco Island, Florida 34145, Dennis R. Vest, 5832 Lakeside Woods Circle, Sarasota, Florida 34242, and April E. Vest, 5832 Lakeside Woods Circle, Sarasota, Florida 34242.

4.2 A majority of the initial members shall have the right to: (1) appoint new members in addition to current members, (2) appoint a new member to fill any vacancy, and (3) discharge any members based upon the criteria as set forth in the By-Laws.

V. VOTING RIGHTS OF MEMBERS

5.1 Each Member of the Corporation shall have one (1) vote.

VI. MEETING OF MEMBERS

- 6.1 The place, date and notice required for meetings shall be set forth in the By-Laws.

VII. DIRECTORS

- 7.1 The affairs of the Corporation shall be governed by a Board of Directors consisting initially of four (4) people. The names and addresses of the Directors who are to serve until the first meeting of members, or until their successors qualify and are elected are: William B. Miller, Catherine R. Cook, Dennis R. Vest and April E. Vest. Directors shall be elected in accordance with the By-Laws.

VIII. OFFICERS

- 8.1 The officers of the Corporation who are accountable to the Board of Directors shall be: President, one or more Vice Presidents, a Secretary and Treasurer. Officers shall be appointed by the Board of Directors.

- 8.2 The names of the officers who are to serve until the first elections of officers are: Catherine R. Cook, President, 20 Marco Lake Drive, Suite 12, Marco Island, Florida 34145, Dennis R. Vest, Vice President, 5832 Lakeside Woods Circle, Sarasota, Florida 34243, April E. Vest, Secretary, 5832 Lakeside Woods Circle, Sarasota, Florida 34243 and William B. Miller, Treasurer, 20 Marco Lake Drive, Suite 12, Marco Island, Florida 34145.

- 8.3 The Board of Directors can appoint an Executive Director who may be but need not be a member.

IX. BY-LAWS

- 9.1 The By-Laws of the Corporation shall be adopted by the initial Board of Directors. The By-Laws may be amended in accordance with the provisions thereof.

X. DURATION

- 10.1 The period of duration of the Corporation is perpetual unless sooner terminated pursuant to the provisions of the laws of the State of Florida.

XI. NO STOCK

11.1 The Corporation shall not have nor issue shares of stock nor will it ever provide for nonmember voting.

XII. INCORPORATORS

12.1 The names and addresses of the incorporators are: William B. Miller, 20 Marco Lake Drive, Suite 12, Marco Island, Florida 34145, Catherine R. Cook, 20 Marco Lake Drive, Suite 12, Marco Island, Florida 34145, Dennis R. Vest, 5832 Lakeside Woods Circle, Sarasota, Florida 34242, and April E. Vest, 5832 Lakeside Woods Circle, Sarasota, Florida 34242.

XIII. POWERS

13.1 The Corporation shall have and may exercise any and all rights, privileges and powers as set forth in Chapter 617 of the Florida Statutes and in the By-Laws of the Corporation. Without limiting the generality of the foregoing, the Corporation shall have the following powers:

A. To accept donations including those deductible from the taxable income of the donating party to the extent allowed by law.

B. To establish By-Laws and Rules and Regulations for the operation of the Corporation and to provide for the formal administration of the Corporation to enforce any Rules and Regulations of the Corporation.

XIV. AMENDMENT

14.1 These Articles of Incorporation may be altered or amended at a special meeting of the voting Members provided that:

A. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Members.

B. Within the time and in the manner provided in the By-Laws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member.

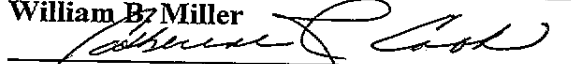
C. At such meeting, a vote of the Members shall be taken on the proposed amendment. The proposed Amendment shall be adopted upon receiving the affirmative vote of a

majority of the Members. Any number of amendments may be submitted to the members and voted upon by them at one meeting.

D. Said amendment(s) shall be effective when a copy thereof together with an attached certificate of its approval by the membership, sealed with a corporate seal, signed by the Secretary of State and all filing fees have been paid.

We, the undersigned, being the incorporators named above, for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes, supra, do hereby subscribe to these Articles of Incorporation and hereunto set our hands and seals this _____ day of _____, 2001.


William B. Miller


Catherine R. Cook


Dennis R. Vest


April E. Vest

ACKNOWLEDGMENT BY REGISTERED AGENT

I, **CRAIG R. WOODWARD, ESQUIRE**, of Woodward, Pires & Lombardo, P.A., having been named in the Articles of Incorporation to accept service of process for the foregoing corporation at the place designated herein, hereby accept and consent to act in his capacity and agree to comply with the provisions of the Florida Statute 617.0503 relative to keeping open said office.


CRAIG R. WOODWARD, ESQUIRE

This Instrument Was Prepared By:

Craig R. Woodward, Esquire
Florida Bar Number: 0309389
Woodward, Pires & Lombardo, P.A.
606 Bald Eagle Drive, Suite 500
Marco Island, Florida 34145
Telephone Number: (941) 394-5161

COR\NONPROFIT\CLUB\CENTER\FOR\EDAD\ARTICLES\OF\INCORP