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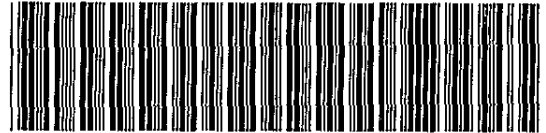
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September 19, 2003

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Seagull Academy for Independent Living, Inc.**

Dear Sir/Madam:

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation for the above-referenced company, together with a check in the amount of \$43.75 payable to Florida Division of Corporations to cover the costs of Florida incorporation. Please furnish the undersigned with a certified copy of the Articles of Incorporation subsequent to filing same.

Thank you for your prompt attention to this matter.

Sincerely yours,



Thomas A. Sheehan, III

TAS:smw  
Enclosures

03 SEP 22 2003  
STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

1-27079



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 22, 2003

THOMAS A SHEEHAN, III, ESQUIRE  
PO BOX 3888  
WEST PALM BEACH, FL 33402-3888

SUBJECT: SEAGULL ACADEMY FOR INDEPENDENT LIVING, INC.  
Ref. Number: W03000027079

We have received your document for SEAGULL ACADEMY FOR INDEPENDENT LIVING, INC. and your check(s) totaling \$43.75. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$35.00.

If you have any further questions concerning your document, please call (850) 245-6919.

Beth Register  
Document Specialist Supervisor  
New Filings Section

Letter Number: 003A00052164

**ARTICLES OF INCORPORATION  
OF  
SEAGULL ACADEMY FOR INDEPENDENT LIVING, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name of Corporation

The name of this Corporation shall be SEAGULL ACADEMY FOR INDEPENDENT LIVING, INC. (hereinafter the "Corporation"). The principal office and mailing address of the Corporation will be 3879 West Industrial Way, Riviera Beach, FL 33404.

ARTICLE II

Purposes

The purposes for which this Corporation are organized are exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law, including but not limited to maintaining and operating a charter school.

ARTICLE III

Prohibited Activities

No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its Member, directors, or officers, except that this 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 II hereof.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law.

#### ARTICLE IV

##### Qualification and Admission of Member

The Member of this Corporation shall be Seagull Industries for the Disabled, Inc.

#### ARTICLE V

##### Corporate Duration

This Corporation shall have perpetual existence unless sooner dissolved by law.

#### ARTICLE VI

##### Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 3879 West Industrial Way, Riviera Beach, FL 33404, and the name of the initial registered agent of this Corporation at such address is Alfred N. Eisinger.

#### ARTICLE VII

##### Board of Directors

This Corporation shall have seven (7) Directors initially. Thereafter the number of Directors shall be increased or decreased by the Member, but shall never be less than five (5). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are appointed and have qualified pursuant to the Bylaws of this Corporation, are:

Alfred Eisinger	13763 Aldsworth Court Wellington, FL 33414
Kathy Dolbow	1392 Waterway Cove Drive Wellington, FL 33414
Tom Arth	240 Tamoshanter Drive Palm Springs, FL 33461
Ellen Chouinard	6644 Breezelock Court Jupiter, FL 33458
Richard Hays	5700 Lake Worth Road Greenacres, FL 33463
Kathy Petrillo	328 Leeward Drive Jupiter, FL 33477
Karin Mannchen	8 South J Street Lake Worth, FL 33460

#### ARTICLE VIII

##### Bylaws

The Bylaws of this Corporation shall be made, altered, amended or rescinded only by vote of the Member.

#### ARTICLE IX

##### Amendment to Articles of Incorporation

These Articles of Incorporation may be amended only by vote of the Member.

#### ARTICLE X

##### Indemnification

Every Director and every officer of this Corporation shall be indemnified by this Corporation to the full extent permitted by law against all expenses and liabilities, including attorney's fees in trial

and appellate proceedings, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or officer of this Corporation, or any settlement thereof, whether or not he or she is a Director or officer at the time such expenses are incurred unless the liability of the Director or officer in question is adjudged by decision of court to result from the gross negligence or willful misconduct of such officer or Director in the performance of his or her duties; provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of this Corporation. The foregoing right of indemnification shall be in addition to and shall not be exclusive of all other rights to which said Director or officer may be entitled.

#### ARTICLE XI

##### Dissolution

In the event of dissolution, any residual assets of this Corporation shall be distributed as directed by the Member for one or more exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Internal Revenue law of the United States, or to the federal, or a state, or a local government for exclusively public purposes.

#### ARTICLE XII

##### Incorporator

The name and address of the Incorporator of this Corporation is:

Alfred N. Eisinger

3879 West Industrial Way  
Riviera Beach, FL 33404

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 16<sup>th</sup> day of September, 2003.

*Alfred N. Eisinger*

ALFRED N. EISINGER

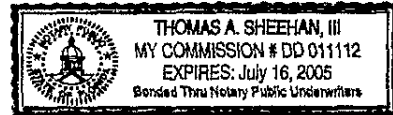
STATE OF FLORIDA )  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of September, 2003, by Alfred N. Eisinger and

he/she is personally known to me, OR  
\_\_\_\_\_ has produced \_\_\_\_\_ as identification.

*Thomas A. Sheehan III*  
Notary Name: \_\_\_\_\_  
Notary Public Serial (Commission) Number  
(if any) \_\_\_\_\_

(NOTARY STAMP)





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SPECIAL SERVICE STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT SEAGULL ACADEMY FOR INDEPENDENT LIVING, INC. DESIRING TO ORGANIZE OR QUALIFY AS A CORPORATION NOT FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT 3879 WEST INDUSTRIAL WAY, RIVIERA BEACH, FLORIDA 33404 HAS NAMED ALFRED N. EISINGER, LOCATED AT 3879 WEST INDUSTRIAL WAY, RIVIERA BEACH, FLORIDA 33404 AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE CORPORATION WITHIN THE STATE OF FLORIDA.

*Alfred N. Eisinger*

ALFRED N. EISINGER  
Incorporator

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I am familiar with and I hereby accept the obligations of this position, and agree to comply with the provisions of Florida Statutes relative to keeping open said office and further accept the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 16<sup>th</sup> day of September, 2003.

*Alfred N. Eisinger*

ALFRED N. EISINGER  
Registered Agent