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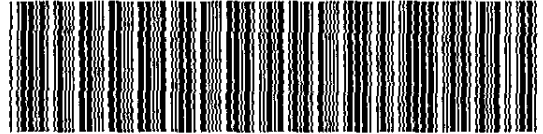
(Business Entity Name)

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Learning Garden

Signature _____

Requested by: SW

12/8

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

ARTICLES OF INCORPORATION
OF
THE LEARNING GARDEN MONTESSORI SCHOOL, INC.

The undersigned, for the purposes of forming a Corporation under Chapter 617 of the Florida Statutes, the Florida Not-for-Profit Corporation Act, hereby certifies:

ARTICLE I

Name

The name of the Corporation is **THE LEARNING GARDEN MONTESSORI SCHOOL, INC.**

ARTICLE II

Principal Office and Mailing Address

The mailing address of the company is 122 43rd Avenue, S.W., Vero Beach, Florida 32968; and the street address of the principal office of the company is 5527 Old Dixie Highway, Fort Pierce, Florida 34946.

ARTICLE III

Business and Purposes

The purpose of this Corporation is to:

1. To provide an education and learning environment in the Montessori tradition for the willing children of local residents.
2. To provide for fund raising for the facilities, activities and opportunities associated with an education and learning environment in the Montessori tradition.

To these ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the by-laws of the Corporation, or any laws applicable thereto; and to do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Florida Not-for-Profit Corporation Act. In furtherance of its corporate purposes,

the Corporation shall have all general powers enumerated in the Florida Not-for-Profit Corporation Act.

ARTICLE IV

Distribution of Net Earnings

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officer, 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 Article III above. No substantial part of the 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles 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.

ARTICLE V

Distribution of Assets at Dissolution

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 so disposed of shall be disposed of by the appropriate 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 said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

Existence of Corporation

This Corporation shall have perpetual existence.

ARTICLE VII

Registered Office and Registered Agent

The initial registered office of this Corporation shall be located at **2165 15th Avenue, Vero Beach, Florida 329603**, and the initial registered agent of this Corporation at such office shall be **Eric C. Barkett, Esquire**. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VIII
Board of Directors

The Board of Directors of this Corporation shall consist of not less than one (1) nor more than fifteen (15) individuals, the exact number of directors to be fixed from time to time by the members or the by-laws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the members. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be members. The members of this Corporation may remove any director from office at any time with or without cause.

ARTICLE IX
Initial Board of Directors

The initial Board of Directors of this Corporation shall consist of one (1) such individual to hold office until successors have been duly elected and qualify. The name and street address of the initial director is:

Name

Address

Jacqueline Langley

375 39th Court
Vero Beach, Florida 32968

ARTICLE X
Officers

The affairs of the Corporation are to be managed by a Chairman, a Vice-Chairman, a Secretary and/or a Treasurer and such other officers as may be provided in the by-laws. These Officers shall be elected as provided in the by-laws.

ARTICLE XI
By-Laws

A. The power to adopt the by-laws of this Corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this Corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the members entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the members, and the members may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

B. The by-laws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XII
Amendment of Articles of Incorporation

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

ARTICLE XIII
Additional Restrictions

Notwithstanding any of the foregoing statements of purposes and powers, this Corporation, **THE LEARNING GARDEN MONTESSORI SCHOOL, INC.**, shall not distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws; shall not engage in any act of self-dealing, as defined in section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provision of any subsequent federal tax laws; and shall not make any taxable expenditures, as defined in section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XIV
Incorporator

The name and street address of the incorporator making these Articles of Incorporation is:

Name

Eric C. Barkett, Esquire

Address

2165 15th Avenue
Vero Beach, Florida 32960

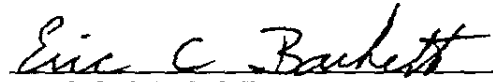
IN WITNESS WHEREOF, this certificate has been signed by the Incorporator, this 1
day of December, 2003.


Eric C. Barkett, Incorporator

THE LEARNING GARDEN MONTESSORI SCHOOL, INC.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **ERIC C. BARKETT**, having been named as registered agent to accept service of process for the above-named Corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0501 Florida Statutes.

DATED this 1 day of December, 2003.


ERIC C. BARKETT