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FLORIDA NON-PROFIT CORPORATION

Cold Spring Academy, Inc.

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ARTICLES OF INCORPORATION
OF
COLD SPRING ACADEMY, INC.

The undersigned, for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is:

Cold Spring Academy, Inc.

Article 2. Mailing Address. The principal office and mailing address of the Corporation is:

845 S. School Avenue
Sarasota, FL 34237

Article 3. Duration. Corporate existence shall commence upon filing these Articles of Incorporation by the Secretary of State, and the duration of the Corporation is perpetual.

Article 4. Purpose. The Corporation is organized to manage and operate a school, and to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose.

The Corporation may also engage in such other charitable and educational activities, within

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the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding Section of any future federal tax code, generally related to or in furtherance of the above purposes.

Article 5. Powers. The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles. The Corporation shall not issue shares of stock. The Corporation is constituted so as to attract substantial support from contributions from persons in the community in which it operates and has not been formed for pecuniary profit or financial gain. The Corporation shall not distribute any part of its income to its directors, officers or other private persons, except that the Corporation may pay compensation in a reasonable amount to its directors, officers and employees for services rendered in furtherance of the purposes set forth in Article 4 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 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 Internal Revenue Code, or 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 Internal Revenue Code, or corresponding section of any future federal tax code.

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Upon the dissolution of the Corporation, assets shall be distributed to such charitable organization or organizations providing education as shall be selected by the last acting Board of Directors, or if it shall not exist or be an exempt organization under Section 501(c)(3) of the Internal Revenue Code, such other organization selected by the Board of Directors which shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, after paying or making provisions for the payment of all liabilities of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of the Corporation is then located, exclusively for the purposes or to the organization or organizations as said court shall determine are organized and operated exclusively for charitable, educational, religious, or scientific purposes.

Article 6. Election of Directors. The method of election of directors shall be regulated by the Bylaws.

Article 7. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 720 South Orange Avenue, Sarasota, Florida 34236, and the name of its initial Registered Agent at that address is Teresa L. Rajala.

Article 8. Incorporator. The name and address of the Incorporator is as follows:

Frank McNear	c/o Butterfly Land Corporation
	Route 183, Box 369
	Stockbridge, Massachusetts 01262

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Article 9. Bylaws. The first Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors in the manner provided by the Bylaws.

Article 10. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 11th day of August, 2004.


FRANK McNEAR, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of COLD SPRING ACADEMY, INC. which is contained in the foregoing Articles of Incorporation, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of her duties, and accepts the duties and obligations of Section 617.0501, Florida Statutes.

DATED this 11th day of August, 2004.


TERESA L. RAJALA, Registered Agent

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