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FLORIDA NON-PROFIT CORPORATION

Goodwill Academies of Southwest Florida, Inc.

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Articles of Incorporation

Goodwill Academies of Southwest Florida, Inc.

The undersigned, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

Article I - Name

The name of this corporation is Goodwill Academies of Southwest Florida, Inc.

Article II - Purposes

The general nature of the objectives and purposes of this corporation shall be:

- a) The corporation is formed to acquire, own and manage a Charter School pursuant to and consistent with the provisions of Section 1002.33, Florida Statutes (the "Act").
- b) This corporation is furthered organized and shall be operated exclusively as a corporation not-for-profit and for charitable or educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued there under, or the corresponding provisions of any future United States Internal Revenue Law (the "Code").
- c) The property of this corporation is irrevocably dedicated to the management, operation, guidance, direction and promotion of the Goodwill Academies of Southwest Florida, Inc., except as may otherwise be required by the Act.

Article III - Powers

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Florida Statutes, including all those things necessary or expedient in

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the prosecution of the corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the corporation. Notwithstanding the generality of the foregoing, the powers of the corporation shall be subject to the following limitations and restrictions:

- a) The corporation shall have no power to do any act inconsistent with the provisions of the Code;
- b) No part of the income, profit or assets of the corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its members, directors, officers, or other private persons; provided however, that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth herein;
- c) 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.

Article IV - Board of Trustees

- a) All corporate powers shall be exercised under the authority of, and the affairs of this corporation shall be managed under the direction of, the Board of Trustees, except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.
- b) The corporation shall have five (5) trustees, initially. The number of Trustees may be increased or decreased from time to time according to the bylaws, but shall never be less than three (3) nor more than nine(9).
- d) Trustees shall be elected pursuant to the provisions of the Corporation's bylaws.

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Article V - Officers

- a) The offices of the corporation shall be a Chairman, Vice Chairman, Treasurer, Secretary, and such other officers as may be provided in the Bylaws.
- b) The Officers shall be elected by a majority vote of the Board of Trustees.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4940 Bayline Drive, North Fort Myers, Florida 33917, and the name of the initial registered agent of this corporation at that address is Tom Feurig.

Article VII - Incorporator/Subscriber

The name and address of the Incorporator and Subscriber to these Articles is:

NAME

ADDRESS

Tom Feurig

4940 Bayline Drive

North Fort Myers, FL 33917

Article VIII - Duration

This corporation shall exist perpetually.

Article IX - Members

Goodwill Industries of Southwest Florida, Inc. shall be the sole member. This corporation shall be member controlled.

Article X - Bylaws

- a) The Board of Trustees, by majority vote, may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the

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quorum and voting requirements for meetings and activities of the Board of Trustees; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

- b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of the members of the Board of Trustees who are present at any regular meeting, or any special meeting called for such purpose.

Article XI - Amendments

These Articles of Incorporation may be amended, altered, changed or repealed solely by a majority vote of the Board of Trustees.

Article XII - Corporate Liquidation and Dissolution

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation. In the event of the dissolution of the corporation, the Board of Trustees ("Board") shall pay or make provision for the payment of all of the liabilities of the corporation, specifically including, but not limited to, the repayment of any unencumbered public funds, other than capital outlay funds, to the Lee County School District as is set forth in Section 1002.33(8)(e), Florida Statutes, and then shall dispose of all of the remaining assets of the corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by the Court having proper jurisdiction in the County in which the principal office of the organization is then located, in a manner consistent with this Article.

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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 Goodwill Academies of Southwest Florida, 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 4940 Bayline Drive, North Fort Myers, Florida 33917, has named Tom Feurig located at 4940 Bayline Drive, North Fort Myers, Florida 33917, as its registered agent to accept service of process for the Corporation within the State of Florida.



Tom Feurig, Incorporator

DECEMBER 17, 2004
Date

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept the responsibility to act in this capacity, 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 17th day of DEC., 2004.




Tom Feurig, Registered Agent

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Article XIII - Indemnification

The corporation shall indemnify officers, trustees, employees, and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the corporation as specified herein or would be inconsistent with the provisions of the Code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of DECEMBER, 2004.


Tom Feurig

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