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☐ PICK-UP    ☐ WAIT    ☐ MAIL

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(Business Entity Name)

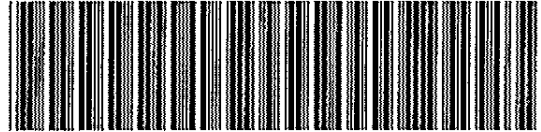
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TALLAHASSEE, FLORIDA

**HARMON & SLOAN, P.A.**

ATTORNEYS AND COUNSELORS AT LAW  
427 MCKENZIE AVENUE  
POST OFFICE BOX 2327  
PANAMA CITY, FLORIDA 32402-2327

DANIEL HARMON III  
TIMOTHY J. SLOAN \*  
\*ALSO MEMBER OF  
DISTRICT OF COLUMBIA  
AND MISSOURI BARS

TELEPHONE (850) 769-2501  
FACSIMILE (850) 769-0824

July 5, 2005

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

Re: Chautauqua Charter School, Inc.

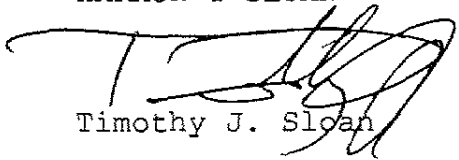
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, together with the Acceptance of Registered Agent and a check in the amount of \$87.50 to cover the cost of filing.

At your earliest convenience, please file these Articles and return a certified copy to us. Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Very truly yours,

HARMON & SLOAN

  
Timothy J. Sloan

TJS/sh  
Enc. as stated



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

July 7, 2005

TIMOTHY J. SLOAN, ESQUIRE  
PO BOX 2327  
PANAMA CITY, FL 32402-2327

SUBJECT: CHAUTAUQUA CHARTER SCHOOL, INC.  
Ref. Number: W05000032818

We have received your document for CHAUTAUQUA CHARTER SCHOOL, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White  
Document Specialist  
New Filings Section

Letter Number: 805A00045199

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ARTICLES OF INCORPORATION  
OF  
CHAUTAUQUA CHARTER SCHOOL, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Article of Incorporation of such corporation:

ARTICLE I

The name of the Corporation shall be CHAUTAUQUA CHARTER SCHOOL, INC. The principal place of business of this corporation shall be 301 N. Cove Blvd., Panama City, Florida 32401.

ARTICLE II

The period of the duration of this Corporation is perpetual unless dissolved according to law.

ARTICLE III

Section 3.1. The purposes for which the Corporation is organized is to operate an educational facility using the charter school format, and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for such purposes, either directly or by contributions to other educational organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and the Regulations issued pursuant thereto (the "Code"), as they now exist or as they may hereafter be amended.

Section 3.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code as the same now exist or as they may be hereinafter amended from time to time.

Section 3.3. Notwithstanding any other provision of these

Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

#### ARTICLE IV

The number constituting the initial Board of Directors of the Corporation is five (5). The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3) nor more than thirteen (13). The manner in which directors are elected or appointed is the method stated in the Bylaws. The names and addresses of the initial directors of this Corporation are as follows:

<b>Name</b>	<b>Address</b>
Jimmy Barr	310 Bunkers Cove Road Panama City, FL 32401
Kevin Barr	310 Bunkers Cove Road Panama City, FL 32401
Janice Ellis	4009 East 10 <sup>th</sup> Street Panama City, FL 32401
Marilynn Denecke	2638 State Avenue Panama City, FL 32405
Freddie Guta	c/o Rudie Guta Gulf Beach Baptist Church 10620 Hutchison Blvd. Panama City Beach, FL 32407
Mary Beth Nutt	1817 West 24 <sup>th</sup> Court Panama City, FL 32405
Joy Marler Kimball	221 McKenzie Avenue Panama City, FL 32401
Joan Payelle	1200 Harrison Avenue Panama City, FL 32401
Shawntee Russell	125 South East Avenue Panama City, FL 32401
Mary Sittman	P.O. Box 1669 Panama City, FL 32402
Forrest Whitehurst	715 Bunkers Cove Road Panama City, FL 32401

#### ARTICLE V

This Corporation is organized without members with the Board of Directors possessing all power and authority that would otherwise vest in the members.

#### ARTICLE VI

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954 or any corresponding section(s) of any prior or future law, or to the Federal, State, or Local Government for exclusively public purposes. 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 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 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.

#### ARTICLE VII

The name and address of the incorporator and President is Cynthia McCauley, 301 N. Cove Blvd., Panama City, Florida 32401.

#### ARTICLE VIII

The street address of the initial principal office of the corporation in the State of Florida is 301 N. Cove Blvd., Panama City, Florida 32401. The registered agent for this corporation is Timothy J. Sloan, whose address is 427 McKenzie Avenue, Panama City, Florida 32401.

IN WITNESS WHEREOF, the undersigned incorporator and President has executed these Articles of Incorporation this 29 day of June, 2005.

Cynthia McCauley  
Cynthia McCauley

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was sworn to, subscribed and acknowledged before me this 29 day of June, 2005, by CYNTHIA MCCAULEY, who is personally known to me or who has produced \_\_\_\_\_ as identification.

Susan Andelyn Hawley  
Notary Public - Signature

(SEAL)



FILED

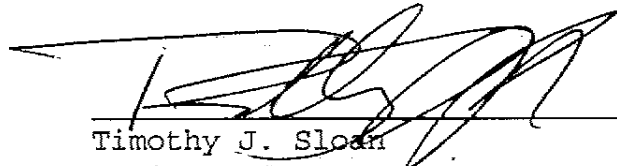
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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT  
TALLAHASSEE, FLORIDA  
OF

CHAUTAUQUA CHARTER SCHOOL, INC.

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 617 of the Florida Statutes relative to keeping open said office.

Dated as of the 5 day of July, 2005.

  
\_\_\_\_\_  
Timothy J. Sloan  
Registered Agent