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(Requestor's Name)

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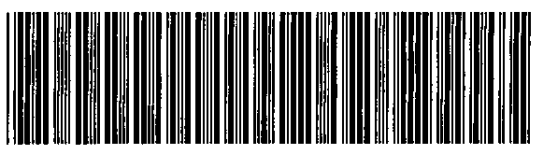
(Business Entity Name)

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Amended & Restated
ART

FILED
07 APR 26 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts APR 27 2007



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 20, 2007

JAMIE B. GREUSEL, ESQ.
ISLAND MONTESSORI ACADEMY, INC.
1104 NORTH COLLIER BLVD
MARCO ISLAND, FL 34145

SUBJECT: ISLAND MONTESSORI ACADEMY, INC.
Ref. Number: N06000001342

We have received your document for ISLAND MONTESSORI ACADEMY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please show title of signing officer.

Please return 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) 245-6892.

Tina Roberts
Document Specialist

Letter Number: 207A00026881

**Law Office of
Jamie B. Greusel, Esquire**

1104 North Collier Boulevard
Marco Island, FL 34145
239-394-8111

Jamie B. Greusel
Licensed in FL and NJ

April 12, 2007

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

VIA FEDERAL EXPRESS

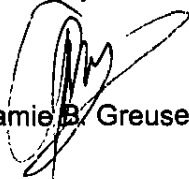
Re: Island Montessori Academy, Inc.

Gentlemen/Ladies:

Enclosed are two original copies of the Amended and Restated Articles of Incorporation for the corporation referenced above, along with a check in the amount of \$43.75 made payable to the Department of State, representing \$35.00 filing fee and \$8.75 for certification.

Kindly file the original in your office and return a certified copy to our office.

Sincerely,



Jamie B. Greusel, Esq.

JBG/rs
Enclosures

The undersigned incorporated to these Amended and Restated Articles of Incorporation, being competent to contract, hereby states the desire to form a corporation not-for-profit under the laws of the State of Florida.

FILED
07 APR 26 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ISLAND MONTESSORI ACADEMY, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not-for-profit under Chapter 617, laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not-for-profit.

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is ISLAND MONTESSORI ACADEMY, INC.

**ARTICLE II
PURPOSE**

The purpose for which ISLAND MONTESSORI ACADEMY, INC. is organized is exclusively for not-for-profit purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and any corresponding provision of any future United States Internal Revenue law to wit support of fire and rescue personnel and services. Notwithstanding any other provision of these Articles, this organization shall not carry on activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the 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 herein. No substantial part of the activities of the corporation shall be use in 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 or in opposition to any candidate for public office.

**ARTICLE III
TERM OF EXISTENCE**

The existence of the corporation shall date from the approval of this Charter by the Secretary of State of Florida, and shall continue in perpetuity. If for any reason the corporation shall cease to exist as a legal entity, and its charter shall expire or be terminated, the property both real and personal owned by the corporation shall be sold and all proceeds shall be donated to one or more non-profit charitable organizations under the laws of the State of Florida which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue

Code of 1954 or corresponding sections or any prior or future law, or to the Federal, State or local government for exclusive public purpose.

ARTICLE IV **MEMBERSHIP**

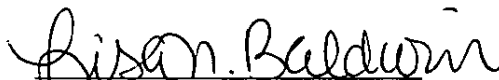
Any person or persons interested in the support of a Montessori based education.

ARTICLE V **ADDRESS**

The initial address of the principal office of this corporation is 316 3rd Ave., Marco Island, FL 34145. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI **SUBSCRIBERS**

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


Lisa Nguyen Baldwin

PO Box 224, 316 3rd Ave
Marco Island, FL 34146

ARTICLE VII **OFFICERS**

The affairs of the corporation shall be managed by a President, Treasurer and Secretary. Each of said officers shall be elected by the Board of Directors for one year and all terms of office shall be for one year. The past President shall serve as an ex-officio member of the Board of Directors.

ARTICLE VIII **DIRECTORS**

This corporation shall have three Directors initially. The following shall serve as the initial Directors of the corporation:

Lisa Nguyen Baldwin
PO Box 224, 316 3rd Ave
Marco Island, FL 34146

Peter Nguyen
PO Box 2275, 1111 Swallow Ave
Marco Island, FL 34146

Jamie B. Greusel
1104 North Collier Blvd.
Marco Island, FL 34145

The number of Directors may, from time to time, be increased by By-Laws adopted by the Board of Directors. Directors shall be elected or appointed as provided for in the By-Laws.

ARTICLE IX BY-LAWS

By-Laws of the corporation shall be adopted by the Board of Directors and may be amended and rescinded by the Board of Directors.

ARTICLE X AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the stockholders and the directors sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI Non-Stock

This corporation is organized under a non-stock basis.

ARTICLE VIII Indemnification

The Corporation shall indemnify every Director and every officer of the Corporation against all expenses and liabilities including attorney's fees incurred by or imposed on them in connection with any legal proceeding to which he may become a party as a result of his position as an officer or director of the Corporation, provided, however, said indemnification shall not apply in the event of gross negligence or willful misconduct of the Director or officer, or in any criminal action, unless the Director or officer acted in good faith and in a manner he reasonably believed was in the best interest of the Corporation.

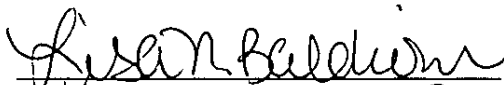
ADOPTION OF AMENDMENT(S)

There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

CERTIFICATE

The undersigned, being the duly elected President and Secretary of Island Montessori Academy, Inc., hereby certify that the foregoing were duly proposed by the Board of Directors and that the foregoing were approved by the votes of all those entitled to vote thereon at a duly called meeting, at which a quorum was present. The foregoing both amend and restate the Articles of Incorporation in their entirety.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 10th day of April, 2007.


LISA NGUYEN BALDWIN, P

COUNTY OF COLLIER
STATE OF FLORIDA

The foregoing instrument was acknowledged before me this 10th day of April, 2007 by LISA NGUYEN BALDWIN, who is personally known to me.




Notary Public Jill Hamilton
(typed name)
My Commission Expires: 11/28/09
Commission # DD 455429

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED**

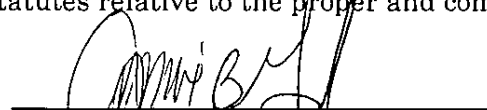
In compliance with Florida Statutes the following is submitted:

ISLAND MONTESSORI ACADEMY, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Marco Island, Florida 34145, has named Jamie B. Greusel, 1104 N. Collier Blvd., Marco Island, Florida 34145 as its agent to accept service of process within Florida.

Date: 4/10/07


LISA NGUYEN BALDWIN

Having been named to accept Service of Process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


JAMIE B. GREUSEL

This instrument prepared by:

JAMIE B. GREUSEL, Attorney at Law
1104 N. Collier Blvd.
Marco Island, Florida 34145
(239) 394-8111