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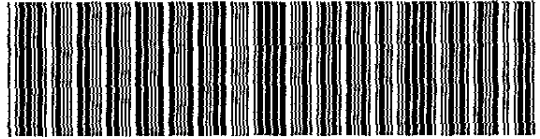
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 14, 2006

DONALD L. ROBERTS
8490 NORTH LOCKWOOD RIDGE ROAD
SARASOTA, FL 34243

SUBJECT: GOODWILL ACADEMY, INC.
Ref. Number: W06000009613

We have received your document for GOODWILL ACADEMY, 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):

You failed to make the correction(s) requested in our previous letter.

You must list the corporation's principal office and/or a mailing address in the document.

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) 245-6972.

Doris Brown
Document Specialist
New Filing Section

Letter Number: 006A00013949



Goodwill Industries - Manasota, Inc.
8490 North Lockwood Ridge Road
Sarasota, Florida 34243

DIRECTORS

March 22, 2006

**Goodwill Industries -
Manasota, Inc.**

David Bassett
Kelly Caldwell
Ed Chiles
Phyllis Cobb
Peter Crowley
Bill Cunningham
Rick Fawley
W. Stuart Gregory
Bill Isaac
Don Lawson
Charlie Lenger
Steve Mills
Bob Richardson
Don Roberts
Jim Rutledge
Clifford Waters

Life Members

Marlow W. Cook
George Farrance
Raymond Skinner

**GoodHomes of
Manasota, Inc.**

Rick Fawley
Johnny Hunter
John Patterson
Don Roberts

GIM Housing, Inc.

Steve Baserman
David Bassett
George Farrance
Don Roberts

**Ms. Doris Brown
Document Specialist
New Filing Section
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314**

**Re: GOODWILL MANASOTA ACADEMY, INC.
Ref. Number: W06000009613**

Dear Doris:

It was delightful to speak with you this morning and I thank you for your kind assistance in re-filing our Articles of Incorporation. We agreed that our amended corporate name, Goodwill Manasota Academy, Inc., is acceptable for filing.

I have also amended the Articles to include the corporation's principal and mailing address. Please refer to the added language in Article I (Name/address).

I am sending this note, your letter dated March 14, 2006, and our amended articles to you via fax as you directed, so that you can file them as of today. We will also put the original, signed copy in the mail to your attention, so that you can certify the original copy.

Thanks again, Doris, for being so helpful this morning. This allows us to open our Charter School in August to serve special students. We very much appreciate you.

Sincerely,

**Peggy A. Roberts
Vice President of Board Development**

Enclosures (2): March 14, 2006 letter and amended Articles of Incorporation

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ARTICLES OF INCORPORATION

Goodwill Manasota Academy, 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/Address

The name of this corporation is **Goodwill Manasota Academy, Inc.** The corporation's principal office and mailing address is: 8490 North Lockwood Ridge Road, Sarasota, Florida 34243.

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 further 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 Manasota Academy, Inc., except as may 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 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 the purposes 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 of 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 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).
- c) Trustees shall be elected pursuant to the provisions of the Corporation's By-Laws.

Article V

Officers

- a) The officers of the corporation shall be a Chairman, Vice Chairman, Treasurer, Secretary, and such other officers as may be provided in the Bylaws. Any Board Member may hold more than one office.
- 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 8490 North Lockwood Ridge Road, Sarasota, Florida 34243, and the name of the initial registered agent of this corporation at that address is Donald L. Roberts.

Article VII

Incorporator/Subscriber

The name and address of the subscriber to these Articles is:

NAME

ADDRESS

Donald L. Roberts

8490 North Lockwood Ridge Road

Sarasota, Fl 34243

Article VIII

Duration

This corporation shall exist perpetually.

Article IX

Members

This corporation shall be member controlled; Goodwill Industries-Manasota, Inc. shall be the sole member.

Article X

By-Laws

- 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 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 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, after paying or making 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 School Board of Sarasota County, Florida 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.

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 23 day of March, 2006.



Donald L. Roberts

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 Manasota Academy, 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 8490 North Lockwood Ridge Road, Sarasota, Florida 34243, has named Donald L. Roberts located at 8490 North Lockwood Ridge Road, Sarasota, Florida 34243, as its registered agent to accept service of process for the Corporation within the State of Florida.

Donald L. Roberts

Donald L. Roberts, Incorporator

3/22/06

Date

ACKNOWLEDGEMENT

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 22 day of March, 2006.

By: Donald L. Roberts

Donald L. Roberts, Registered Agent

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