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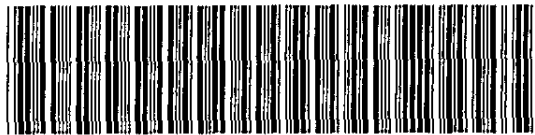
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Division of State
Records & Information

0000-9331

Apr 11/7/06



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 24, 2006

PAUL A NELSON ESQ
1127 NINTH AVE NORTH
ST PETERSBURG, FL 33705

SUBJECT: THE SCHOOL OF THE IMMACULATA, INC.
Ref. Number: W06000009331

The document has been returned to you per our conversation for corrections and fees.

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) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 806A00013247

PAUL A. NELSON, P.A.
ATTORNEY AT LAW
1127 NINTH AVENUE NORTH
ST. PETERSBURG, FLORIDA 33705
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CERTIFIED PARALEGAL:
KATHLEEN M. THORNTON, CLA
Email: kathleenthornton@paulnelsonpa.com

April 5, 2005

SENT VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Attn: Ms. Becky McKnight
Document Specialist New Filing Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Subject: The School of the Immaculata, Inc.
Ref. Number: W06000009331

Dear Ms. McKnight:

I am enclosing herewith the following:

1. Copy of your letter to me dated February 24, 2006 pertaining to the above-referenced matter.
2. Original and one copy of Articles of Incorporation of The School of The Immaculata, Inc., A Florida Not for Profit Corporation that has been properly endorsed by a circuit court judge for Pinellas County, Florida in accordance with Florida Statutes 617.1805, 617.1806 and 617.1807
3. Certified Copy of Order Authorizing Conversion Of Corporate Nature of Florida Corporation From Profit To Not For Profit Pursuant to Florida Statutes 617.1805, 617.1806 and 617.1807
4. My firm's check payable to Florida Department of State in the amount of \$100.00 to cover filing fees and costs.
5. Preaddressed stamped return envelope.

Division of Corporations

April 5, 2006

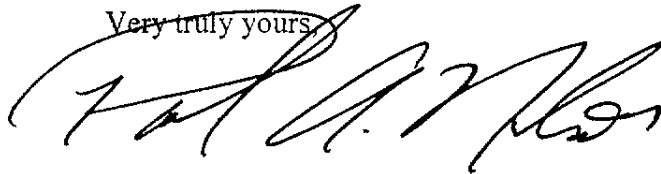
Page 2 of 2

Please file the original Articles of Incorporation of The School of the Immaculata, Inc., A Florida not for Profit Corporation in accordance with Florida Statute 617.1807. Please return a certified copy of the filed Articles of Incorporation to the undersigned in the envelope provided. Please refund any unused portion of the filing fee enclosed.

If anything further is needed for you to file the enclosed Articles of Incorporation please advise.

Your prompt attention to this matter is appreciated.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Paul A. Nelson', written over the closing 'Very truly yours,'.

Paul A. Nelson, Esq.

PAN/mvb

CC: Saunya Talley

Enclosures

IN THE CIRCUIT COURT OF THE SIXTH JUDICIAL CIRCUIT
IN AND FOR PINELLAS COUNTY, FLORIDA
CIRCUIT CIVIL NO. 06-1942 CI-8

KEN BURKE
CLERK OF CIRCUIT COURT

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IN RE: THE SCHOOL OF THE IMMACULATA,
INC., a Florida For Profit Corporation seeking to
convert to Not For Profit Status in accordance with
Florida Statutes 617.1805, 617.1806 and 617.1807

UCN: #522006

File Ref. #06- 1942 CI-8

ORDER AUTHORIZING CONVERSION OF CORPORATE NATURE OF FLORIDA
CORPORATION FROM PROFIT TO NOT-FOR-PROFIT PURSUANT TO FLORIDA
STATUTES 617.1805, 617.1806 AND 617.1807

This cause having come before the Court upon a Petition To Convert Corporate Nature
Of Florida Corporation From Profit To Not-For-Profit Pursuant To Florida Statutes 617.1805,
617.1806 And 617.1807 and it appearing that such a conversion is appropriate, it is
ORDERED and ADJUDGED as follow:

1. THE SCHOOL OF THE IMMACULATA, INC., currently doing business as a
"for profit Florida corporation", pursuant to Florida Statutes 617.1805, 617.1806 and 617.1087
shall be converted to a Florida not-for-profit corporation.

2. The Articles of Incorporation of the not-for-profit corporation known as THE
SCHOOL OF THE IMMACULATA, INC. are endorsed and approved.

3. All of the property of the petitioning corporation shall become the property of the
successor not-for-profit corporation, subject to all indebtedness and liabilities of the petitioning
corporation.

DONE and ORDERED in Pinellas County, Florida this 4 day of April, 2006.

STATE OF FLORIDA - PINELLAS COUNTY

I hereby certify that the foregoing is
a true copy as the same appears among
the files and records of this court.
This 4 day of April, 2006.

KEN BURKE
Clerk of Circuit Court

CIRCUIT JUDGE

By: Batricia A. Chab
Deputy Clerk



cc: Paul A. Nelson

CLERK OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION OF
THE SCHOOL OF THE IMMACULATA, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION

Articles of Incorporation of The School Of The Immaculata, Inc.

The undersigned, desiring to convert a Florida "for profit" corporation to a Florida "not for profit" corporation pursuant to Florida Statute Chapter 617, does hereby certify:

ARTICLE 1 NAME

The name of the corporation shall be:

THE SCHOOL OF THE IMMACULATA, INC.

ARTICLE 2 PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4265 13th Avenue North
John Paul II Center
St. Petersburg, Florida 33713

ARTICLE 3 PURPOSE

The purpose for which the corporation is organized is:

Said corporation is organized exclusively for operating a private school serving students from grades K through 12.

ARTICLE 4 MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The business property and affairs of the School shall be managed by a School Board which shall be the governing body of the School. The initial Board members may appoint his or her successor. Absent an appointment of a successor, the remaining board members vote to fill said vacancy or vacancies.

ARTICLE 5 INITIAL DIRECTORS/OFFICERS

President: Saunya Talley
1790 Delaware Avenue NE
St. Petersburg, Florida 33703

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Vice President: Alicia Riggs
4140 Indianapolis Street NE
St. Petersburg, Florida 33703

Sec/Treasurer: Eva Lefkimiotis
4300 Indianapolis Street NE
St. Petersburg, Florida 33703

School Board Member: Robert Musselman
1989 Iowa Avenue NE
St. Petersburg, Florida 33703

School Board Member: John Sebesta
115 11th Avenue NE
St. Petersburg, Florida 33701

School Board Member: Elaine Haley
6901 17th Street North
St. Petersburg, Florida 33702

ARTICLE 6 INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Paul A. Nelson, Esq.
1127 9th Avenue North
St. Petersburg, Florida 33705

ARTICLE 7 NOT FOR PROFIT CORPORATION

No part of the net earnings of the corporation shall inure to the benefit, 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 in Article 3 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 or in opposition to 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 the corresponding section of any future federal tax code, or (b) be a corporation, contributions to which are deductible under section (170)(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 8 DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 9 INCORPORATOR

The name and address of the Incorporator is:

Paul A. Nelson, Esq.
1127 9th Avenue North
St. Petersburg, Florida 33705

Having been named a registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature of Registered Agent

3/8/06

Date



Signature Incorporator

3/8/06

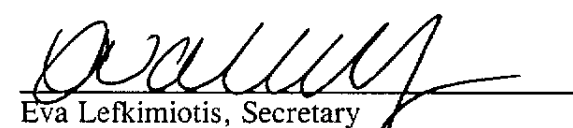
Date



Saunya Talley, President

3.8.06

Date



Eva Lefkimiotis, Secretary

3/8/06

Date

Approved on April 4,

2006.



CIRCUIT JUDGE

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