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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**LEE COUNTY 21ST CENTURY COMMUNITY LEARNING CENTER, I**

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Electronic Filing Menu

Corporate Filing Menu

Help

**ARTICLES OF INCORPORATION  
OF  
LEE COUNTY 21<sup>ST</sup> CENTURY COMMUNITY LEARNING CENTER, INC.  
a Florida not for profit corporation**

**ARTICLE I  
Name and Street Address**

The name of this not for profit corporation is LEE COUNTY 21<sup>ST</sup> CENTURY COMMUNITY LEARNING CENTER, INC., a Florida not for profit corporation. Its principal place of business is 3410 Palm Beach Boulevard, Ft. Myers, Florida 33916 and its mailing address is 99 Nesbit Street, Punta Gorda, Florida 33950.

**ARTICLE II  
Not For Profit Corporate Purpose**

This not for profit corporation is organized to provide children's after-school educational, physical and social enrichment, and to carry on any lawful purpose or purposes not for pecuniary profit which may be done by a not for profit corporation organized and existing under and by virtue of the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617 (2003), as amended, not specifically prohibited by any other laws of Florida, and within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, including charitable, educational, historical, and cultural purposes.

**ARTICLE III  
Directors**

The affairs of this not for profit corporation shall be conducted by a board of directors, the exact number of said board of directors to be fixed from time to time by the bylaws of this not for profit corporation, except that at no time shall the bylaws permit less than three (3) directors.

**ARTICLE IV  
Dissolution**

The corporation shall dissolve upon a majority vote of the board of directors. In the event of the dissolution of the corporation, the board of directors shall adopt a plan of dissolution, which shall not be subject to a vote of the members, but which shall be authenticated, certified, and filed with the Secretary of State. The plan of dissolution shall provide that:


- (a) All liabilities and obligations of the corporation be paid and discharged, or adequate provisions be made therefor;
- (b) Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements;

- (c) All remaining assets received and held by the corporation be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation and which have been recognized by the Internal Revenue Service as a 501(c)(3) corporation under the Internal Revenue Code.

ARTICLE V  
Registered Agent and Office

The street address of the initial registered office of this not for profit corporation is 99 Nesbit Street, Punta Gorda, Florida 33950, and the name of the initial registered agent of this corporation at that address is Jill C. McCrory.

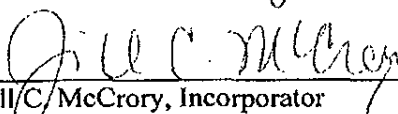
Having been named as registered agent and to accept service of process for the above stated not for profit corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Florida Statutes, Chapter 617 (2003), as amended.

  
Jill C. McCrory, Registered Agent

ARTICLE V  
Incorporator

The name and address of the incorporator is as follows: Jill C. McCrory, 99 Nesbit Street, Punta Gorda, Florida 33950.

IN WITNESS WHEREOF, I, the undersigned, have made and subscribed and acknowledged these articles of incorporation, this 26 day of January, 2007.

  
Jill C. McCrory, Incorporator