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(City/State/Zip/Phone #)

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(Business Entity Name)

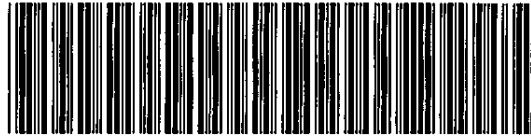
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2007 JUL 24 P 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. WHITE JUL 24 2007

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Ft. Myers Preparatory and Fitness Academy, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Julie A. Mierzejewski  
Name (Printed or typed)

Eastman & Smith Ltd., One SeaGate, 24th Floor  
Address

Toledo, Ohio 43604  
City, State & Zip

(419) 247-1611  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I**  
**NAME**

The name of the corporation shall be **FT. MYERS PREPARATORY AND FITNESS ACADEMY, INC.** (the "Corporation").

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TALLAHASSEE, FLORIDA

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be:

308 W. Wilder Avenue  
Tampa, Florida 33603

**ARTICLE III**  
**PURPOSES**

The Corporation is organized and shall be operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or the corresponding provisions of any future United States Internal Revenue Law to operate a public Florida Charter School. This Corporation shall not engage in activities which are not in furtherance of the educational purposes set forth in this Article III.

**ARTICLE IV**  
**MANNER OF ELECTION**

The method of electing the Directors of the Corporation shall be set forth in the Corporation's By-Laws.

**ARTICLE V**  
**RESTRICTIONS**

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate or intervene in (including the publication and distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision in these Articles, the Corporation shall not conduct or carry on any activities that are not permitted to be conducted or carried on by an organization exempt under Code Section 501(c)(3), or by an organization, contributions to which are deductible under Code Section 170(c)(2), or corresponding provisions of any subsequent federal tax laws.

No part of the assets or of the net earnings of the Corporation shall inure to the benefit of any member, trustee, or officer of the Corporation or any private individual (except that

reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes). In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, trustee or officer of the Corporation, or any private individual, shall be entitled to any distribution or division of the remaining assets or their proceeds.

**ARTICLE VI**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

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

Rick Oches  
308 W. Wilder Ave.  
Tampa, Florida 33603

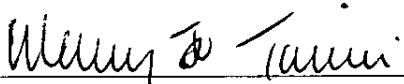
**ARTICLE VII**  
**INCORPORATOR**

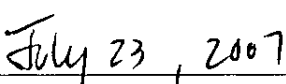
The name and address of the Incorporator is:

Mary Jo Tarini, Esq.  
c/o Eastman & Smith Ltd.  
One Seagate, 24<sup>th</sup> Floor  
Toledo, Ohio 43604

**ARTICLE IX**  
**DISSOLUTION**

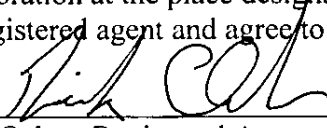
Upon the dissolution of the Corporation after paying or making provision for the payment of all the liabilities of the Corporation and returning, transferring, or conveying assets held by the Corporation upon condition that they be returned, transferred, or conveyed upon dissolution, the Board of Directors shall distribute all of the assets (or proceeds from the sale thereof) of the Corporation exclusively in furtherance of the purposes of the Corporation to one or more entities organized and operated exclusively for educational purposes which qualify as exempt organizations under Section 501(c)(3) of the Code.

  
\_\_\_\_\_  
Mary Jo Tarini, Incorporator

  
\_\_\_\_\_  
Date

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as 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 appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Rick Oches, Registered Agent

  
\_\_\_\_\_  
Date

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