

NO7000008141

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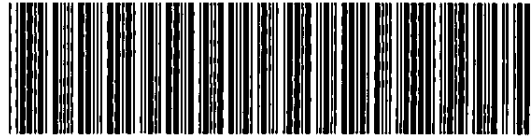
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07 SEP 24 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend + Retate
* cc
* cvs cy
9-24-07*

S. DRESDEN BRUNNER, P.A.
ATTORNEY AT LAW

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NAPLES, FL 34107-0261
239-580-8104
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September 21, 2007

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

Re: The Classical Academy of Naples, Inc.
Doc. # N07000008141

Dear Sir or Madam:

Enclosed for filing please find the original Amended and Restated Articles of Incorporation of The Classical Academy of Naples, Inc., a Florida non-profit corporation. These Articles shall become effective upon filing and shall supersede the original articles. (Please note that the Registered Agent simply signed again; there is not a new or different designation of Registered Agent or Office.)

Please forward to this office certified copies of the originally filed Articles of Incorporation and of these filed Amended and Restated Articles of Incorporation.

Enclosed is this Firm's check in the amount of \$52.50 for the filing fees for same. Thank you in advance for your assistance. Please call with any questions.

Sincerely,



S. Dresden Brunner

Enclosures

**AMENDED and RESTATED
ARTICLES OF INCORPORATION
OF
THE CLASSICAL ACADEMY OF NAPLES, INC.**

FILED
07 SEP 24 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the not-for-profit corporation is The Classical Academy of Naples, Inc. (the "Corporation"). The Corporation's original Articles of Incorporation (the "Original Articles") were filed with the Florida Department of State on August 20, 2007 and assigned document number N07000008141. These Amended and Restated Articles of Incorporation (the "Amended and Restated Articles") contain amendment and restatement to the Original Articles regarding dissolution and distribution of assets. Having no members, the board of directors of the Corporation unanimously adopted and approved the Amended and Restated Articles on September 20, 2007.

The Amended and Restated Articles shall become effective upon filing with the Florida Department of State. Upon filing, the Original Articles shall be superseded and the Amended and Restated Articles shall be the articles of incorporation of the Corporation.

The Corporation hereby restates and integrates and also further amends its Original Articles as follows:

ARTICLE I. NAME

The name of this Corporation shall be in The Classical Academy of Naples, Inc.

ARTICLE II. INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 763 98th Avenue North, Naples, Florida 34108.

ARTICLE III. PURPOSE

The purpose for which the Corporation is organized is to provide advancement of education in the classical philosophy to students in Southwest Florida. The Corporation is formed to operate exclusively for educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV. PERPETUAL EXISTENCE

The Corporation shall have perpetual existence. In the event the Corporation is dissolved, the Corporation's assets shall be distributed as follows:

- 4.2 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; and
- 4.3 All remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE V. DIRECTORS

The number of directors constituting the initial board of directors of the Corporation shall be three directors. The number of members of the board of directors may be increased or decreased from time to time in accordance with the bylaws adopted by the Corporation, but shall never be less than three directors. The initial directors shall hold office until successors are elected and qualified. The powers, duties, number, qualifications, terms of office, manner of election, and time and criteria for removal of directors shall be as set forth in the bylaws of the Corporation. The names and addresses of the individuals to serve as the initial directors of the Corporation are as follows:

John M. Brunner
763 98th Avenue North
Naples, FL 34108

S. Dresden Brunner
763 98th Avenue North
Naples, FL 34108

Anne Brunner
823 Applegate Lane
Clarksville, IN 47129

ARTICLE VI. AMENDMENT

These Amended and Restated Articles may be amended or restated at any regular meeting of the board of directors or any special meeting of the board of directors called for that purpose, in either case upon receiving the vote of a majority of the directors in office.

ARTICLE VII. REGISTERED OFFICE AND AGENT

The initial registered agent of the Corporation shall be John M. Brunner and the address of the initial registered office of the Corporation shall be 763 98th Avenue North, Naples, FL 34108.

The undersigned has signed the Amended and Restated Articles on September 20, 2007.

THE CLASSICAL ACADEMY OF NAPLES, INC.

By: John M. Brunner
John M. Brunner, President

CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF APPOINTMENT
OF REGISTERED AGENT OF

THE CLASSICAL ACADEMY OF NAPLES, INC.

The undersigned hereby accepts the appointment of Registered Agent in the State of
Florida for The Classical Academy of Naples, Inc.


John M. Brunner

9-20-07
Date