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**2008 AUG -4 PM 3:52**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

*C-28-4*

**EASTMAN & SMITH LTD.**  
ATTORNEYS AT LAW

*Established 1844*

**Julie A. Mierzejewski**  
**Paralegal**  
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July 30, 2008

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

Re: Articles of Incorporation  
Bonita Springs Preparatory and Fitness Academy, Inc.  
Hillsborough Preparatory and Fitness Academy, Inc.  
Our File Nos. P1362-185419 and P1362-185420

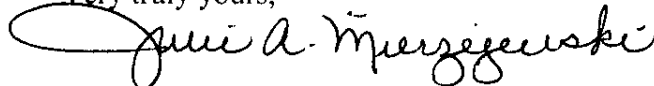
Dear Sir or Madam:

Enclosed are the following documents:

1. Articles of Incorporation for Bonita Springs Preparatory and Fitness Academy, Inc.;
2. Articles of Incorporation for Hillsborough Preparatory and Fitness Academy, Inc.
3. Two (2) checks, each in the amount of \$70.00, in payment of the filing fees.

After filing the documents, please send evidence of the filings to my attention.

Very truly yours,



Julie A. Mierzejewski

JAM/

Enclosure

cc: Amy J. Borman, Esq.  
Patrick J. Downey, Esq.

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**ARTICLES OF INCORPORATION**

In Compliance with Chapter 617, F.S., (Not for Profit)

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**ARTICLE I**  
**NAME**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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

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

3210 Dr. Martin Luther King Boulevard  
Fort Myers, Florida 33916

**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:

Lisa Hay  
3210 Dr. Martin Luther King Boulevard  
Fort Myers, Florida 33916

**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**

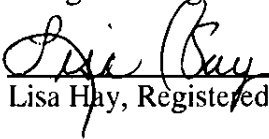
Upon the dissolution of the Corporation after paying or making provision for the payment of all the liabilities of the Corporation and returning, transferring, or conveying assets held by the Corporation upon condition that they be returned, transferred, or conveyed upon dissolution, the Board of Directors 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  
Mary Jo Tarini Incorporator

7-29-08  
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.

  
\_\_\_\_\_  
Lisa Hay, Registered Agent

24 July 2008  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA