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JOURNEYS ACADEMY, INC

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
JOURNEYS ACADEMY, INC.
(a Florida Corporation Not For Profit)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: AMENDMENT OF THE ARTICLES OF INCORPORATION. The undersigned Incorporator of Journeys Academy, Inc. amends the Articles of Incorporation prior to the first meeting of the Board of Directors as follows:

ARTICLE I

NAME

The name of this corporation is JOURNEYS ACADEMY, INC., (hereinafter called the "Corporation").

ARTICLE II

**PRINCIPAL ADDRESSES OF
THE CORPORATION AND INCORPORATOR**

The Corporation's principal office and mailing address are located at 10841 Airport Pulling Road, Naples, FL 34109.

The sole incorporator of the Corporation is Kevin Carmichael. The complete business address of the sole incorporator is 4001 Tamiami Trail N., Suite 330, Naples, FL 34103.

ARTICLE III

DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

ARTICLE IV

PURPOSES

The Corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code"). The purposes of the Corporation may be modified from time to time by the Board of Directors, provided any modification in purpose shall also be a charitable or educational purpose.

The initial purposes of the Corporation are to:

- (1) Operate a pre-school and primary school for children with special needs;

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Articles of Incorporation of Journeys Academy, Inc

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- (2) Conduct research into Improving educational teaching methods for special needs children; and
- (3) Create tangible and intangible property which may improve and enhance teaching methods for special needs children.

In accomplishing its initial purpose, the Corporation will promote a diverse curriculum emphasizing educational traditions as well as education methods and therapy specifically designed for children with special needs. For the purposes of these Articles the term "special needs" is initially defined as children diagnosed with certain levels of autism or certain child behavioral disorders.

ARTICLE V

NECESSARY POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

ARTICLE VI

MANAGEMENT

Management of the Corporation shall be vested in the Corporation's Board of Directors. There shall be not less than three (3) and not more than nine (9) voting directors. Initially there shall be five (5) voting directors. Additional voting directors may be added up to Nine (9) or reduced to three (3) at the discretion of the Board in accordance with the Bylaws.

The Board of Directors may appoint and remove one or more non-voting directors to assist in the management of the Corporation.

ARTICLE VII

INITIAL VOTING DIRECTORS

The initial voting directors of the Corporation shall be:

Loren Hoffman
4530 Prescott Lane
Naples, FL 34119

Larry P. Christopher
4530 Prescott Lane
Naples, FL 34119

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Janice Christopher
528 107th Avenue N.
Naples, FL 34108

John Biffar
3412 S.E. 2nd Avenue
Cape Coral, FL 33904

Vaughn Clay
4530 Prescott Lane
Naples, FL 34119

Directors shall be elected as provided in the Bylaws.

ARTICLE VIII

MEMBERSHIP

The Corporation shall have no members.

ARTICLE IX

DISSOLUTION

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed at the sole discretion of the Board of Directors to or for one or more Roman Catholic Charities to carry out or support exempt purposes within the meaning of §501(c)(3) of the Code. Any such assets not so disposed of, shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then or was last located. The Court shall distribute such assets for such educational purposes or to such educational organization or organizations, as said court shall determine, which is (are) organized and operated exclusively for educational purposes.

ARTICLE X

PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, 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 IV 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 or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code. The Corporation shall make a §501(h) election effective for its first year of operation.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from

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federal income tax under §501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,

B. shall not (i) engage in any act of self-dealing as defined in § 4941(d) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

ARTICLE XI

NONDISCRIMINATION POLICY

The Corporation will admit students without regard to race, color, national and/or ethnic origin. All students shall have the same rights, privileges, programs, and activities generally accorded or made available to students at the school. The Corporation will not discriminate on the basis of race in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other Corporation administered programs. The Corporation is aware of the requirements of Rev. Proc. 75-50 and Rev. Rul. 71-447 and will comply with their requirements.

ARTICLE XII

AMENDMENT OF BYLAWS

Except as provided by these Articles and by the Bylaws, the Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XIII

AMENDMENT OF ARTICLES OF INCORPORATION

Except as otherwise provided in these Articles, these Articles of Incorporation may be amended, altered and/or restated only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors.

ARTICLE XIV

REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The street address of the Corporation's registered office in the State of Florida is c/o Salvatori & Wood, P.L., 4001 Tamiami Trail N., Suite 330, Naples, FL 34103 and the name of its registered agent at such office is Salvatori & Wood, P.L..

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SECOND: ADOPTION OF ARTICLES OF AMENDMENT

These Articles of Amendment were adopted by the Incorporator prior to the first meeting of the Board of Directors of the Corporation on the 14th day of October, 2008. No action by the Board of Directors as they have not accepted their appointments as of the filing date and the Corporation has no Members

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 17th day of October, 2008.


Kevin Carmichael, Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Corporation is JOURNEYS ACADEMY, INC.

The name of the initial registered agent of the Corporation is Salvatori & Wood, P.L., 4001 Tamiami Trail N., Suite 330, Naples, FL 34103.

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

SALVATORI & WOOD, P.L., Registered Agent

By: 
Kevin Carmichael, Managing Member

Date: 10/17/2008