

**Electronic Articles of Incorporation
For**

N13000004838
FILED
May 20, 2013
Sec. Of State
dcushing

CHARACTER AND THOUGHT, INC.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

CHARACTER AND THOUGHT, INC.

Article II

The principal place of business address:

161 5TH STREET NW
NAPLES, FL. 34120

The mailing address of the corporation is:

P.O. BOX 990793
NAPLES, FL. 34116

Article III

The specific purpose for which this corporation is organized is:

THE PURPOSE OF THIS NON-PROFIT ORGANIZATION IS TO OFFER A
HOLISTIC APPROACH TO THE EDUCATION OF BOTH YOUNG AND OLD,
BY INTEGRATING NATIONAL EDUCATION STANDARDS WITH ETHICAL
AND MORAL STUDIES.

Article IV

The manner in which directors are elected or appointed is:

AS PROVIDED FOR IN THE BYLAWS.

Article V

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

TIM J TIERNEY DR.
161 5TH STREET NW
NAPLES, FL. 34120

I certify that I am familiar with and accept the responsibilities of
registered agent.

Registered Agent Signature: TIM TIERNEY

Article VI

The name and address of the incorporator is:

DR. TIMOTHY J. TIERNEY
161 5TH STREET NW

NAPLES, FL, 34120

Electronic Signature of Incorporator: DR. TIMOTHY J. TIERNEY

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
TIMOTHY J TIERNEY DR.
161 5TH STREET NW
NAPLES, FL. 34120

Title: VP
ROBERT HARRIS
21926 BOSTON ROAD
STRONGSVILLE, OH. 44136

Title: VP
ADAM RYNSBURGER
8002 PALOMINO DRIVE
NAPLES, FL. 34113

Article VIII

The effective date for this corporation shall be:

06/01/2013

05/23/13 03:55 PM TIERNEY, COLLETS, P.E. 239649-323 01
N13000004838

DR. TIMOTHY J. TIERNEY

161 5th Street NW

Naples, FL 34120

May 23, 2013

Via Fax: 850-245-6804

Department of State
Division of Corporations
Corporate Filings

Attn: Diane

P.O. Box 6327

Tallahassee, FL 32314

RE: Document Number: W13000029968
Entity Name: CHARACTER AND THOUGHT, INC.
Tracking Number: 200248063982
Pin Number: 3982

To Whom it May Concern:

I understand that in order for the name of Character and Thought, Inc. to be assumed, I must provide you with the Notarized Affidavit below: (note Character and Thought, LLC has a typo in my name Tim Tievney [sic] should be Tierney).

As founder, I created and have dissolved Character and Thought, LLC and have no intention to revoke the dissolution of Character and Thought, LLC, due to the fact that I am establishing a non-profit corporation which will be called Character and Thought, Inc. Please release the name of Character and Thought, Inc. for my use and file same.

Sincerely,



Dr. Tim Tierney