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**FLORIDA PROFIT/NON PROFIT CORPORATION  
THE WHOLE CHILD LEARNING CENTER, INC.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**THE WHOLE CHILD LEARNING CENTER, INC.**  
**(A Corporation Not-For-Profit)**

The undersigned incorporator to these Articles of Incorporation hereby associates to form a corporation (the "Corporation") as a not-for-profit corporation under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes* Chapter 617) (the "Act").

**ARTICLE I**  
**Name and Address**

The name of the Corporation is **THE WHOLE CHILD LEARNING CENTER, INC.** The principal office and mailing address is located at **5495 Bryson Dr., Suite 423, Naples, Florida 34109**. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

**ARTICLE II**  
**Nature of Business**

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws"). In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

**ARTICLE III**  
**Powers**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

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**ARTICLE IV  
Membership**

The Corporation shall have no members and shall be governed by its Board of Directors as set forth in the Bylaws.

**ARTICLE V  
Term of Existence**

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation in the office of the Secretary of State of the State of Florida and the Corporation shall have perpetual existence thereafter.

**ARTICLE VI  
Officers**

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting.

**ARTICLE VII  
Directors**

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected annually in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3). The names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Audra Boxma	3392 Arlette Dr. Naples, Florida 34109
Julie McKenzie	929 Nottingham Naples, Florida 34109
Mark Malone	3464 Donoso Ct. Naples, Florida 34109

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Registered Office and Agent**

The street address of the registered office of this Corporation is 111 2<sup>nd</sup> Avenue NE, Suite 1600, St. Petersburg, Florida 33701 and the name of the initial registered agent at such address is Spoor Law, P.A.

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**ARTICLE IX****Bylaws**

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

**ARTICLE X****Amendments**

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors by a two-thirds (2/3) vote of a quorum present at a meeting duly called in accordance with the Bylaws of the Corporation.

**ARTICLE XI****Limitations on Actions**

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any members, Directors or officers, and the private property of the subscribers, members, Directors and officers shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) it shall not:

- (i) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

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(ii) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(iii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(iv) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws); or

(v) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws).

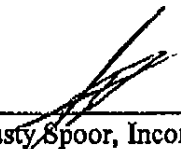
#### ARTICLE XII Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986, or to the corresponding provisions of any future Revenue Law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE XIII Incorporator

The name and address of the incorporator is Rusty Spoor, 111 2<sup>nd</sup> Avenue NE, Suite 1600, St. Petersburg, Florida 33701.

I, the undersigned, being the incorporator of this Corporation for the purpose of forming this nonprofit charitable Corporation under the laws of Florida have executed these articles of incorporation on July 26, 2016.

By:   
Rusty Spoor, Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

**SPOOR LAW, P.A.**

Date: July 26, 2016

By:   
Rusty Spoor, President

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