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Articles of Incorporation

of

CHARLOTTE COUNTRY DAY SCHOOL, INC.

Articles of Incorporation of **CHARLOTTE COUNTRY DAY SCHOOL, INC.** a Florida Not For Profit Corporation

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

Article I

The name of the corporation is **CHARLOTTE COUNTRY DAY SCHOOL, INC.**

Article II

The corporation shall have perpetual duration.

Article III

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of education and for other charitable purposes, by the distribution of its funds for such purposes, and particularly to operate a child development center and school for children, to encourage the development of every child to his or her maximum potential and to aid parents in the education of their child by involving them in the school.

(b) The general purposes for which this corporation is formed are to operate exclusively for such scientific and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

James E. Moore, III
Attorney at Law
1625 W. Marin Avenue
Suite 2
Punta Gorda, FL 33950
(941)637-1955
Fla Bar No. 115634

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Article IV

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

Article V

The street address of the initial registered office of the corporation is Suite 2, 1625 West Marion Avenue, Punta Gorda, Florida. The name of its initial registered agent at such address is Geri Lynn Waksler.

The street address of the initial principal office of the corporation is Suite 2, 1625 West Marion Avenue, Punta Gorda, Florida and the mailing address of the coorporation is 1133 Bal Harbor Blvd., Suite 173, Punta Gorda, Florida 33950.

Article VI

(A) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of not less than 4 directors. The number of directors provided for in these Articles of Incorporation may be changed as set forth in the Bylaws.

(B) Election of Directors. The method of electing directors shall be as set forth in the bylaws.

Article VII

The name and address of each incorporator are:

Name	Address
Ellen R. Erich	2120 Palm Tree Drive Punta Gorda, Florida 33950
Katherine Wynn	1400 Aqui Esta Punta Gorda, Florida 33950
Margaret M. Noonan Vasu	2237 Palm Tree Drive Punta Gorda, Florida 33950
Geri Lynn Waksler	2181 Tai Pei Ct. Charlotte Harbor, Florida 33983

Article VIII

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

Article IX

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

Article X

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article XI.

Section 1. Indemnification. Association, except as provided in Section 2, shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding, including without limitation any action by or in the right of Association, by reason of the fact that he was or is a director or officer of the corporation or is or was a director or officer of the corporation who is or was serving at the request of Association as a director, officer, agent, employee, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise; against liability actually and reasonably incurred by him, unless, in connection with such action, suit or proceeding, a judgment or other final adjudication establishes that his conduct was material to the cause of action and was: (a) a violation of the criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct unlawful; (b) a transaction from which the director or officer derived an improper personal benefit; (c) in the case of a director, a circumstance under which the liability provisions of Section 607.0834 of the Florida Business Corporation Act are applicable; or (d) willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by Association expenses incurred in defending any proceeding in advance of the final disposition of such proceeding. Such right will be conditioned upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by Association as authorized in this Section 1. Such right shall survive any amendment or repeal of this Section 1 with respect to expenses incurred in connection with claims, regardless of when such claims are brought, arising out of acts or omissions occurring prior to such amendment or repeal. Association may, by action of its Board of Directors, provide indemnification to employees and agents of Association with the same scope and effect as the foregoing indemnification of directors and officers.

Section 2. Action to Enforce Claims. If a claim under Section 1 of this Article is not paid in full by Association within 30 days after a written claim has been received by Association, the claimant may at any time thereafter bring suit against Association to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to Association) that the claimant has not met the standards of conduct which make it permissible under the Florida Business Corporation Act for Association to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on Association. Neither the failure of Association (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the Florida Business Corporation Act, nor an actual determination by Association (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 3. Indemnification Provided in this Article Not Exclusive. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification and advancement of expenses may be entitled under any statute, provision of the Articles of Incorporation, bylaws, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to any person who has ceased to be a director or officer (or employee or agent, if applicable) of the corporation and shall inure to the benefit of the heirs, legal representatives, executors, administrators and assigns of such person.

Section 4. Insurance. Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, profit sharing plan or other enterprise against any liability asserted against him and incurred by him in any

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such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

Section 5. Savings Clause. In the event that any provision of this Article shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article and any other provisions of this Article shall be construed as if such invalid provision had not been contained in this Article. In any event, Association shall indemnify any person who is or was a director or officer of the corporation, or who is or was serving at the request of Association as a director or officer of another corporation, partnership, joint venture, trust, profit sharing plan or other enterprise, to the fullest extent permitted under Florida law, as from time to time in effect.

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

We, the undersigned, being the Incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on January 27, 1996.

Ellen R. Erich
Ellen R. Erich

Katherine Wynn
Katherine Wynn

Margaret M. Noonan Vasu
Margaret M. Noonan Vasu

Geri Lynn Waksler
Geri Lynn Waksler

STATE OF FLORIDA
COUNTY OF CHARLOTTE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Ellen R. Erich, to me well known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed and subscribed to said Articles of Incorporation.

WITNESS my hand and seal in the County and State above named, this 27th day of January, 1996.

My Commission Expires: 2/11/96

Marlene R. Marecek
Notary Public-State of Florida
Print Name: MARLENE R. MARECEK
Commission No.: CC 180967
(SEAL)

MARLENE R. MARECEK
MY COMMISSION # CC 180967
EXPIRES: February 11, 1996
Bonded Thru Notary Public Underwriters

STATE OF FLORIDA
COUNTY OF CHARLOTTE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Katherine Wynn, to me well known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed and subscribed to said Articles of Incorporation.

WITNESS my hand and seal in the County and State above named, this 25th day of January, 1996.

My Commission Expires: 2/11/96

MARLENE R. MARECEK
MY COMMISSION # CC 180967
EXPIRES: February 11, 1996
Bonded Thru Notary Public Underwriters

Marlene R. Marecek
Notary Public-State of Florida
Print Name: MARLENE R. MARECEK
Commission No.: CC 180967
(SEAL)

STATE OF FLORIDA
COUNTY OF CHARLOTTE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Margaret M. Noonan Vasu, to me well known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed and subscribed to said Articles of Incorporation.

WITNESS my hand and seal in the County and State above named, this 24th day of January, 1996.

My Commission Expires: 2/11/96

MARLENE R. MARECEK
MY COMMISSION # CC 180967
EXPIRES: February 11, 1996
Bonded Thru Notary Public Underwriters

Marlene R. Marecek
Notary Public-State of Florida
Print Name: MARLENE R. MARECEK
Commission No.: CC 180967
(SEAL)
(SEAL)

STATE OF FLORIDA
COUNTY OF CHARLOTTE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Geri Lynn Waksler, to me well known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed and subscribed to said Articles of Incorporation.

WITNESS my hand and seal in the County and State above named, this 24th day of JANUARY, 1996.

My Commission Expires:

MARLENE R. MARECEK
MY COMMISSION # CC 180762
EXPIRES: February 11, 1996
Bonded Thru Notary Public Underwriters

Marlene R. Marecek
Notary Public-State of Florida
Print Name: MARLENE R. MARECEK
Commission No.: # CC 180762
(SEAL)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS IS TO BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That, **CHARLOTTE COUNTRY DAY SCHOOL, INC.** desires to become a not-for-profit corporation organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Charlotte, State of Florida, and accordingly, hereby designates said place of business as the address at which process upon said corporation may be served and names Geri Lynn Waksler, 1625 West Marion Avenue, Suite 2, Punta Gorda, Florida 33950, County of Charlotte, State of Florida, as its agent at said address to accept service of process within the State.

ACKNOWLEDGMENT:

The undersigned, having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, does hereby acknowledge said nomination and agrees to act in said capacity, and further agree to comply with the provisions of said Act relative to keeping said office during the hours required under the Act.

Registered Agent

Geri Lynn Waksler
GERI LYNN WAKSLER

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