

**SNYDER, CLAYTON
& KRAWETZ, P.A.
TRIAL LAWYERS**

W. RUSSELL SNYDER
Board Certified Civil Trial Lawyer

W. ANDREW CLAYTON, JR.
*Complex Civil Litigation and
Investment Disputes
(Also admitted in NJ & NY)*

STANLEY M. KRAWETZ
*Family Law/Family Mediation
and Foreclosures
(Also admitted in MD)*

CHARLES L. SCALINE
*Employment, Business and
Real Estate Disputes*

MERYL CONTE CLAYTON
*Civil Trial Practice
(Also admitted in NJ)*

355 WEST VENICE AVENUE
VENICE, FLORIDA 34205
Phone: (041) 485-0026
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***122.50 ***122.50

March 5, 1996

Secretary of State
Division of Corporations
Post Office Box 5588
Tallahassee, Florida 32314

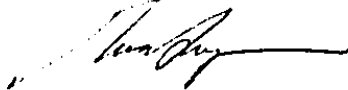
Re: Incorporation of The Third Place, Inc.

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation to be filed along with our check in the amount of \$122.50 as your filing fee for same. Please forward a certified copy of the Articles to the undersigned in the envelope provided.

Thank you for your prompt attention to this matter.

Sincerely,



W. Russell Snyder

WRS:vla

Enclosures

764 626,671
W96-5353

96 MAR 20 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

GB 3/20/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

96 MAR 20 PM 2:50

SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 12, 1996

W. RUSSELL SNYDER, ESQUIRE
355 W VENICE AVE
VENICE, FL 34285

SUBJECT: THE THIRD PLACE, INC.
Ref. Number: W96000005353

We have received your document for THE THIRD PLACE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 296A00010882

FILED

96 MAR 20 PM 2:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
The Third Place, Inc.
A FLORIDA NONPROFIT CORPORATION

Article 1. Name. The name of the Corporation is: The Third Place, Inc.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purposes. The purpose of the corporation is as follows: To create ~~new~~ participatory social centers.

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation are (State specific purposes including limitations required by IRS) to provide educational and leadership services as a community organization qualified for exemption under IRC § 501

B. To exercise all rights and powers conferred by the laws of the State of Florida upon (c)(3) nonprofit corporations.

C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

Article 4. Members. The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Name	Address
Jennifer Dawn Delorey	PO Box 1266, Venice, FL 34284-1266
Scott H. DeVries	"
Andrew Carlton Snyder	"
Damon Christian Williams	"

Article 5. Initial Registered Agent and Office. The initial registered agent is W. Russell Snyder and the initial registered office 355 West Venice Avenue, Venice, FL 34285, Florida.

Article 6. Initial Board of Directors. The initial Board of Directors shall have 4 members whose names and addresses are:

Name	Address
Jennifer Dawn Delorey	PO Box 1266; Venice, FL 34284-1266
Scott H. DeVries	"
Andrew Carlton Snyder	"
Damon Christian Williams	"

The number of directors may be raised or lowered by amendment of the bylaws but shall in no case be less than three.

Directors shall be elected by the general membership at a meeting held on the first Thursday of each March and the procedure for election shall be as stated in the Bylaws.

Article 7. Officers. The officers of the Corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Title	Name	Address
President	Jennifer Dawn Delorey	PO Box 1266; Venice, FL 34284-1266
Secretary	Andrew Carlton Snyder	"
Treasurer	Christopher Alan Higgins	"

Article 8. Incorporators. The names and addresses of the Incorporators of this corporation are:

Name	Address
Jennifer Dawn Delorey	PO Box 1266; Venice, FL 34284-1266
Scott H. DeVries	"
Andrew Carlton Snyder	"
Damon Christian Williams	"

Article 9. Nonstock Basis. The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 29 day of February, 1996.

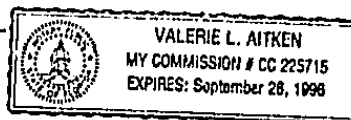
Andrew C. Snyder
Scott H. DeVries
Jennifer Dawn Delorey
 (Signatures of Incorporators)

STATE OF FLORIDA
 COUNTY OF SARASOTA

Befo e me personally appeared ANDREW C. SNYDER
SCOTT H. DEVRIES
JENNIFER D. DELOREY, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 29 day of February, 1996

[Signature]
 Notary Public, State of Florida at Large
 My Commission expires:
 (SEAL)



I accept designation as registered agent:

[Signature] 355 W VENICE AVE, VENICE, FL 34285

N96000001524



ACCOUNT NO. : 072100000032

REFERENCE : 450004 9056A

AUTHORIZATION :

Patricia Pyjett

COST LIMIT : \$ 87.50

ORDER DATE : July 2, 1997

ORDER TIME : 11:14 AM

ORDER NO. : 450004-005

CUSTOMER NO: 9056A

500002229175---B

CUSTOMER: Russell W. Snyder, Esq
W. Russell Snyder, P.a.
355 W. Venice Avenue

Venice, FL 34285

DOMESTIC AMENDMENT FILING

NAME: THE THIRD PLACE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED
97 JUL -2 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM 086/16



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 2, 1997

CSC
DEBBIE SKIIPPER
TALLAHASSEE, FL 32301

SUBJECT: THE THIRD PLACE, INC.
Ref. Number: N96000001524

RESUBMIT

Please file original
submission no later than file date.

We have received your document for THE THIRD PLACE, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 397A00034716

RECEIVED
97 JUL -8 PM 12:09

Amendments to the Articles of Incorporation
of The Third Place, Inc.

Amendment to Article 3A (Statement of Purpose)

The Third Place, Inc. is formed solely to encourage support, and provide diverse educational endeavors. The Third Place, Inc. which describes itself as primarily "youth-run", seeks to enhance educational opportunities through a self-managed style in which "clients" are transformed into "service-providers". In this way the participatory *process* of running the corporation enhances the educational value of the *services* (lectures, classes, tutoring, etc.) the corporation provides.

Article 10 (Dissolution Clause)

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of such code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

As no members are entitled to vote, the above Amendments to the Articles of Incorporation were approved by the Board of Directors May 1, 1997.

Andrew C Snyder

signed Andrew Carlton Snyder,
Secretary of the Third Place, Inc.
as authorized by the governing
of the Third Place, Inc.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 7th day of July, 1997 by ANDREW C. SNYDER, who has produced a Florida Driver's License # S536-003-75-023-0 as identification.



Valerie L. Aitken
Notary Public, State of Florida

FILED
97 JUL -2 PM 2:00
TALLAHASSEE
SECRETARY OF STATE
FLORIDA