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TO: DIVISION OF CORPORATIONS

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FROM: HENDERSON, FRANKLIN, STARNES & HOLT, P.A.
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NAME: CRESTWELL HIGHER LEARNING PRIVATE SCHOOL, IN
AUDIT NUMBER.....H970000020610

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ARTICLES OF INCORPORATION AND CHARTER

OF

CRESTWELL HIGHER LEARNING PRIVATE SCHOOL, INC.

We, the undersigned, with other persons being desirous of forming a corporation not for profit, under the provisions of Chapter 617 and Chapter 623 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME AND ADDRESS

The name of this corporation is CRESTWELL HIGHER LEARNING PRIVATE SCHOOL, INC. The principal business address of the corporation is 8140 College Parkway, Fort Myers, Florida 33919.

ARTICLE II. GEOGRAPHIC OPERATIONS

The geographic area in which this private school shall operate will be in Lee County, Florida.

ARTICLE III. PURPOSES

The general nature of the objects and purposes of this corporation shall be:

1. The purpose of this organization shall be to provide a unique and stimulating educational environment for those qualified children between the ages of 10 and 18 years through the operation, ownership, and control of Crestwell Higher Learning Private School.

Prepared by: Theresa M. Kolish, Esquire
Florida Bar Number: 0012173
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

FAX AUDIT NO.: H97000020610 6

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BY: MARY JO RICHMOND, D.C.

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FAX AUDIT NO.: H97000020610 6

2. The purposes for which the corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the correspondence provision of any future United States Internal Revenue law.

3. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV. QUALIFICATIONS OF MEMBERS

Section 1. The membership of this corporation shall constitute all persons hereinafter named as incorporators, directors, charter members, as well as the parents and guardians of those children enrolled in the Crestwell Higher Learning Private School, and such other persons as, from time to time hereafter, may become members, in the manner provided in the bylaws.

Section 2. The following charter members of this Corporation were designated as members by the Operating Committee of Crestwell Schools. The Operating Committee is a group of volunteer individuals who provide sixteen (16) or more hours per week to the office and school. The members have been nominated because of their support of the school in the form of time and advice, as well as financial contributions. The names, addresses and qualifications of the charter members of this corporation are as follows:

FAX AUDIT NO.: H97000020610 6

082896 PG 1759

FAX AUDIT NO.: H97000020610 6

NAME & ADDRESS

DR. ROBERT BACHAND
21707 Sungate Court
Estero, FL 33928-2392

KATHLEEN BACHAND
21707 Sungate Court
Estero, FL 33928-2392

JOHN CONNIFF
1614 N. Hermitage Dr.
Fort Myers, FL 33919

DOROTHY CONNIFF
1614 N. Hermitage Dr.
Fort Myers, FL 33919

DEBORAH FREIDLUND
1431 Jamaica Drive
Sanibel, Florida 33957

JOHN FREIDLUND
1431 Jamaica Drive
Sanibel, Florida 33957

LAWRENCE GEFFORD
Sanibel-Captiva Road
Sanibel, Florida 33957

BARBARA GRIBIN
11270 Greensedge Landing Ct.
Fort Myers, FL 33908

QUALIFICATIONS

Dr. Bachand has a history of involvement in the educational field. He has written a science curriculum for the school and has been involved in the establishment of Florida Gulf Coast University.

Mrs. Bachand is a nurse who is a supporter of educational choice.

Mr. Conniff is the grandfather of a current student at Crestwell School and performs volunteer work throughout Lee County.

Mrs. Conniff is the grandmother of a current student at Crestwell School, has worked in a college admissions office, and performs volunteer work throughout Lee County.

Mrs. Freidlund is an educator who supports a preparatory nurturing educational environment and is a consultant to children's schools.

Mr. Freidlund is a supporter of another choice for education and utilizes his skills as a banker to give financial consulting to the school.

Mr. Gefford is a computer expert and is able to advise the school on its computer system.

Mrs. Gribin is a parent of a past student of Crestwell School and a volunteer at the school.

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FAX AUDIT NO.: H97000020610 6

- 3 -

FAX AUDIT NO.: H97000020610 6

DOUGLAS GRIBIN
11270 Greensedge Landing Ct.
Fort Myers, Florida 33908

Mr. Gribin is a parent of a past student of Crestwell School and is a volunteer and advisor for the school.

ANN HOWARD
11528 Wightman Lane
Captiva, Florida 33927

Mrs. Howard is a school volunteer who supports another choice for education.

ANDREW HURLOCK
458 Lake Murex Circle
Sanibel, Florida 33957

Mr. Hurlock is a father of past and present students, as well as a volunteer at Crestwell School.

JEAN HURLOCK
458 Lake Murex Circle
Sanibel, Florida 33957

Mrs. Hurlock is a mother of past and present students of Crestwell School, and is herself an educator.

ZILLAH JOHNSON
644 Lake Murex Circle
Sanibel, Florida 33957

Mrs. Johnson is a supporter of another choice for education.

HOWARD JOHNSON
644 Lake Murex Circle
Sanibel, Florida 33957

Mr. Johnson is a supporter of another choice for education.

MARILYNN KLOOSTERMAN
Ardsley Way
Sanibel, Florida 33957

Mrs. Kloosterman is a retired educator who acts as an advisor to Crestwell School. Mr. Kloosterman is a retired professor who is a supporter of another choice for education.

AUGUST LANDL
500 Sea Oats Drive
Sanibel, Florida 33957

Mr. Landl is a father of a current student, who donated general contracting services on the current remodeling of the Crestwell School.

SUSAN LANDL
500 Sea Oats Drive
Sanibel, Florida 33957

Mrs. Landl is a mother of a current student, is a member of the Operating Committee, and is also a volunteer at Crestwell School.

FAX AUDIT NO.: H97000020610 6

- 4 -

082836 P01761

FAX AUDIT NO.: H97000020610 6

DAWN NEWMAN
8420 Charter Club Circle, #3
Fort Myers, Florida 33919

Mrs. Newman is a member of the operating committee, a mother of a current student, and a volunteer at Crestwell School.

RICK NEWMAN
8420 Charter Club Circle, #3
Fort Myers, Florida 33919

Mr. Newman is a father of a current student at Crestwell School as well as a volunteer.

ANNIE RICHARDS
607 Chatham Street
Fort Myers, Florida 33907

Mrs. Richards is a volunteer and tutor for Crestwell School.

CHRISTINE ROMERO
3385 Twin Lakes Drive
Sanibel, Florida 33957

Mrs. Romero is a board member of Rollins College and uses her expertise for volunteer efforts at Crestwell School.

GEORGE ROMERO
3385 Twin Lakes Drive
Sanibel, Florida 33957

Mr. Romero is a volunteer at Crestwell School.

MARTHA RYCKMAN
Shell Point Village
1908 Lucina Court
Fort Myers, Florida 33908

Ms. Ryckman is a retired educator who provides educational advice to Crestwell School and is a former board member of Children's Center of the Islands.

BURWELL C. RYCKMAN
Shell Point Village
1908 Lucina Court
Fort Myers, Florida 33908

Mr. Ryckman is a former board member of the Children's Center of the Islands as well as a volunteer at Crestwell School.

JUNE SZAJKO
Sanibel-Captiva Road
Sanibel, Florida 33957

Ms. Szajko is a pottery teacher and volunteer at Crestwell School.

FAX AUDIT NO.: H97000020610 6

- 5 -

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FAX AUDIT NO.: H97000020610 6

GUY R. THOMPSON
1097 Fountain Avenue
Fort Myers, Florida 33912

Mr. Thompson is a computer expert who can advise Crestwell School with respect to its computer program and volunteers his time at Crestwell School.

FRANK VELLAKE
Ardsley Way
Sanibel, Florida 33957

Mr. Vellake is a supporter of another choice for education.

LINDA VELLAKE
Ardsley Way
Sanibel, Florida 33957

Mrs. Vellake is a supporter of another choice for education.

BRUCIE WALTER MYER
743 Coral Drive
Cape Coral, Florida 33904

Mrs. Myer is a supporter of another choice for education.

ROGER WALTER MYER
743 Coral Drive
Cape Coral, Florida 33904

Mr. Myer is a supporter of another choice for education.

NANCY WHOLSEN
499 Peachtree Road
Sanibel, Florida 33957

Ms. Wholsen is a registered nurse at Charter Glade, is the mother of a child with special learning needs, and a volunteer at Crestwell School.

ROSS WURSTHORNE
499 Peachtree Road
Sanibel, Florida 33957

Mr. Wursthorne is a social worker who volunteers as a tutor at Crestwell School.

ARTICLE V. TERM OF EXISTENCE

This corporation shall commence upon the filing of these Articles and shall exist perpetually thereafter.

ARTICLE VI. INCORPORATORS

The name and address of the incorporator to these Articles is:

FAX AUDIT NO.: H97000020610 6

- 6 -

082896 PG 1768

FAX AUDIT NO.: H97000020610 6

<u>NAME</u>	<u>ADDRESS</u>
CINDY BUTTERFIELD	769 Vinca Way Sanibel, Florida 33957

ARTICLE VII. OFFICERS

Section 1. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the bylaws.

Section 2. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the bylaws.

Section 3. The names of the persons who are to serve as officers for the ensuing year, or until the first annual meeting of the corporation, are:

President	-	CINDY BUTTERFIELD
Vice President	-	CHRISTINE ROMERO
Secretary	-	CINDY BUTTERFIELD
Treasurer	-	JEAN HURLOCK

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have five (5) Directors initially. The number of Directors may be increased or decreased from time to time, by the bylaws, but shall never be less than five (5).

Section 2. The Board of Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the bylaws.

FAX AUDIT NO.: H97000020610 6

- 7 -

082896 Pg 1761

FAX AUDIT NO.: H97000020610 6

Section 4. The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting of the corporation, are:

<u>NAME</u>	<u>ADDRESS</u>
MARCIA BELLEW	5213 S.W. 10th Avenue Cape Coral, Florida 33914
DR. JOHN BELLEW	5213 S.W. 10th Avenue Cape Coral, Florida 33914
ANN HOWARD	11528 Wightman Lane Captiva, Florida 33927
NOPADOL KHEMKHAJON	769 Vinca Way Sanibel, Florida 33957
CINDY BUTTERFIELD	769 Vinca Way Sanibel, Florida 33957

ARTICLE IX. BYLAWS

Section 1. The Board of Directors of this corporation may 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.

Section 2. Under proper notice the bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended at a regular or special meeting of the Board of Directors called for that purpose by a majority vote of the Directors then in office.

FAX AUDIT NO.: H97000020610 6

DR2896 pg 1765

FAX AUDIT NO.: H97000020610 6

provided that any amendment will not adversely affect the status of the corporation as an organization qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE XI. DISSOLUTION OF CORPORATION

In the event of dissolution of the Corporation, the Corporation, after paying or providing for the payment of all liabilities, shall dispose of all the assets in accordance with the laws governing dissolution of not for profit organizations and organizations exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The Directors will determine the recipients of the assets and monies.

ARTICLE XII. LOCATION

The location of this corporation shall initially be at 8140 College Parkway, in the City of Fort Myers, County of Lee, State of Florida. The Board of Directors may designate such other and additional addresses for the location of the corporation as it may from time to time see fit.

ARTICLE XIII. DESIGNATION OF REGISTERED AGENT

The initial registered agent of this corporation for the purpose of accepting service of process within this State shall be CINDY BUTTERFIELD, whose address is 8140 College Parkway, City of Fort Myers, County of Lee, State of Florida.

The undersigned incorporator, has hereunto set her hand and seal, this 21st day of November, 1997, for the purpose of forming this corporation not for profit under laws of the State of Florida.

FAX AUDIT NO.: H97000020610 6

FAX AUDIT NO.: H97000020610 6

Lindy Butterfield
CINDY BUTTERFIELD

OR2896 PM 11/16/97

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

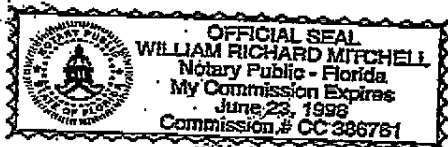
Lindy Butterfield
CINDY BUTTERFIELD,
Registered Agent

The undersigned, having been sworn, declare to the undersigned officer that it is intended in good faith to carry out the purposes and objectives set forth herein and as provided in Chapter 623, Florida Statutes.

Lindy Butterfield, Incorporator
CINDY BUTTERFIELD, Incorporator

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was subscribed and sworn to before me by CINDY BUTTERFIELD, as Incorporator, who is [] personally known to me or [] who has produced _____ as identification, and who did take an oath, this 21ST day of November, 1997.



William Richard Mitchell
Notary Public Signature
WILLIAM RICHARD MITCHELL
Notary Public Name (Printed/Typed)

FAX AUDIT NO.: H97000020610 6

- 10 -

FAX AUDIT NO.: H97000020610 6

The Court hereby finds the Articles of Incorporation and Charter to be in proper form and for the objective and purpose authorized by Chapter 623, Florida Statutes.

This 2nd day of December, 1997.


Circuit Court Judge

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CHARLIE GREENLEE CIVIL
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FAX AUDIT NO.: H97000020610 6

- 11 -

SEAL OF THE
TALLAHASSEE, FLORIDA

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