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TERRENCE F. LENICK, P.A.  
PROFESSIONAL ASSOCIATION  
ATTORNEY AT LAW

Location: 9240 Bonita Beach Road  
Bonita Springs, Florida 34135  
Mailing Address: P.O. Box 430  
Bonita Springs, FL 34133-0430

Telephone: 941-948-3900  
Facsimile: 941-398-3902

August 25, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-08/28/98--01054--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Educators For Life, Inc.

Dear Sir/Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the sum of \$70.00 representing the fee to file the same. Please file the Articles and return one stamped copy to me at the above-address. Thank you for your assistance in this matter.

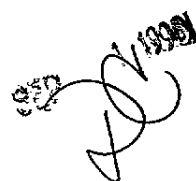
Respectfully,



Terrence F. Lenick

TFL:mcj  
Enclosure

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**ARTICLES OF INCORPORATION  
of  
EDUCATORS FOR LIFE, INC.**

Pursuant to Chapter 617, Florida Statutes, and the provisions of the Nonprofit Corporation Act of this State, the undersigned incorporators hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is: EDUCATORS FOR LIFE, INC. (hereinafter referred to as the "Corporation").

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address shall be:

4720 S.E. 15th Avenue, No. 103

Cape Coral, Florida 33904

**ARTICLE III - PURPOSE**

The purposes for which the Corporation is formed and the business and objectives to be carried on and promoted by it are as follows:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of education regarding life issues, from conception to natural death, and for such other charitable purposes as may be exempt under the I.R.S. Code;

(b) The general purposes for which this corporation is formed are to operate exclusively for such 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

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subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code. The Corporation may carry on any other educational or charitable purpose not inconsistent with a 501(c)(3) tax exemption status.

(c) No substantial part of the activities of the Corporation shall be used for the purpose of carrying on propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or a corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) to exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes, provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code.

(e) The Corporation is irrevocably dedicated to and operated exclusively for non-profit purposes, and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

(f) Any other business which a corporation may lawfully engage in the State of Florida.

#### ARTICLE IV - DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors which shall compose the Board and the manner in which they may be elected shall be as provided in the Corporation By-Laws. The incorporator shall hold an organizational meeting and adopt By-Laws and exercise such other statutory duties [§617.0205, Florida Statutes] as they deem appropriate.

#### ARTICLE V - POWERS

The Corporation is empowered:

(a) To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property, and to construct, maintain and operate improvements thereon, necessary or incident to the accomplishment of the purposes set forth in Article III hereof.

(b) To exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE VI - INITIAL REGISTERED AGENT

The name and address of the Corporation's Initial Registered Agent is:

Bernadette Reilly

1725 Main Street

Ft. Myers Beach, Florida 33931

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#### ARTICLE VII - BY-LAWS

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

#### ARTICLE IX - DURATION

The Corporation shall have perpetual existence; provided, however, that should the Corporation at any time be dissolved for any purpose, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or to the Federal Government or to a state or local government for public purposes as the Board of Directors shall determine.

#### ARTICLE X - INCORPORATORS

The name and address of the incorporator is set forth as follows:

Bernadette Reilly  
1725 Main Street  
Ft. Myers Beach, Florida 33931

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the 9th day of July, 1998.

SIGNATURE OF INCORPORATOR

Bernadette Reilly  
Bernadette Reilly

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 21 day of August, 1998 by Bernadette Reilly 1720 Main Street, Ft. Myers Beach, Florida 33931

Personally known \_\_\_\_\_ or produced identification X

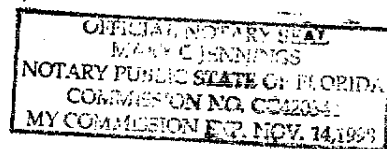
Type of identification produced Florida drivers license

Sign Mary Jennings

Print \_\_\_\_\_

Notary Public

My Commission expires: \_\_\_\_\_



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent in the State of Florida.

1. The name of the Corporation is:  
**EDUCATORS FOR LIFE, INC.**
  
2. The name and address of the registered agent and office is:

Bernadette Reilly, 4720 S.E. 15th Avenue, No. 103,  
Cape Coral, Florida 33904

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature Bernadette Reilly  
Date August 21 1998

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