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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-12/28/98-01086-005

****131.25 *****87.58

113.75

SUBJECT: UNIVERSITY OF NAPLES, INC.

Enclosed please find an original and two (2) copies of the articles of incorporation together with a check in the amount of \$131.25 to cover costs for the following: 1) filing fee, 2) certified copy of articles, and 3) certificate.

From: Name: David J. Szempruch
Address: 5100 North Tamiami Trail, Suite 201
Naples, Florida 34103
Day Phone: (941) 261-8484

W98-29159
3 Dir

FILED

99 JAN 11 AM 11:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 11 1999

SHARON



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 30, 1998

DAVID J. SZEMPRUCH
5100 NORTH TAMiami TRAIL
SUITE 201
NAPLES, FL 34103

SUBJECT: UNIVERSITY OF NAPLES, INC.
Ref. Number: W98000029159

We have received your document for UNIVERSITY OF NAPLES, INC.. However, the document has not been filed and is being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of 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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 498A00060944

**ARTICLES OF INCORPORATION
OF
UNIVERSITY OF NAPLES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.013, Florida Statutes, these Articles of Incorporation are created by University of Naples, Inc., a Florida Corporation, 11216 North Tamiami Trail, Naples, Florida 34110, as sole incorporator, for the purposes set forth below.

ARTICLE I

NAME: The name of the corporation herein called the "University", is **UNIVERSITY OF NAPLES, INC.**

ARTICLE II

PURPOSE AND POWERS: The purpose for which the University is organized is to provide an entity pursuant to Florida law for the operation of an educational program and or facility, operating from a location in Naples, Collier County, Florida.

The University is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the University shall be distributed or inure to the private benefit of any member, Director or officer of the University. For the accomplishment of its purposes, the University shall have all of the common law and statutory powers and duties of a corporation not for profit, except as limited or modified by these Articles, as they may hereafter be amended from time to time, including without limitation, the following:

- A. To make and collect assessments against members of the University to defray the costs, expenses and losses of the University, and to use the proceeds of assessments in the exercise of its powers and duties.
- B. To protect, maintain, repair, replace and operate the University property.
- C. To purchase insurance upon the University property for the protection of the University and its members.
- D. To reconstruct improvements after casualty and to make further improvements of the property.

- E. To make, amend and enforce reasonable rules and regulations governing the use of the University's property and programs.
- F. To approve or disapprove the admission of applicants to the University, either as faculty or as students.
- G. To enforce the provisions of these Articles, and the Bylaws and any Rules and Regulation of the University.
- H. To contract for the management and maintenance of the University's business and programs, including without limitation, educational programs, to delegate any powers and duties of the University in connection therewith, except such as are specifically required by applicable Florida law to be exercised by the Board of Directors of the University.
- I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the University.
- J. To enter into agreements, or acquire leaseholds, memberships, and other possessory or use interests in lands or facilities, whether or not the lands or facilities are contiguous to the lands of the University, if they are intended to provide enjoyment, recreation, educational, or other use or benefit to the University and its students and faculty.
- K. To borrow or raise money for any of the purposes of the University, and from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance or assignment of trust, of the whole or any part of the rights or property of the University, whether at the time owned or thereafter acquired.

All funds and the title to all property acquired by the University shall be held for the benefit of the members in accordance with these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

- A. The members of the University shall be all its tenured faculty, as further provided in the Bylaws.
- B. The share of a member in the funds and assets of the University cannot be assigned or transferred in any manner.

- C. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the University shall be perpetual.

ARTICLE V

BYLAWS: The Bylaws of the University may be altered, amended or rescinded in the manner provided therein.

ARTICLE VI

AMENDMENTS. Amendments to these Articles shall be proposed and adopted in the following manner:

- A. Proposal. Amendments to these Articles may be proposed by a majority of the Board or upon petition of a majority of the tenured faculty members by instrument, in writing, signed by them.
- B. Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or tenured faculty, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
- C. Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of type voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the University, and that the notice contains a fair statement of the proposed amendment.
- D. Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

ARTICLE VII

DIRECTORS AND OFFICERS.

- A. The affairs of the University will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not fewer than three (3) Directors, and in the absence of such determination, shall consist of one (3) Directors.
- B. Directors of the University shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner provided by the Bylaws.
- C. The business of the University shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the University and shall serve at the pleasure of the board.

ARTICLE VIII

INITIAL DIRECTORS.

The initial Directors of the University shall be:

Ravinder Pasricha
11216 North Tamiami Trail
Naples, Florida 34110

David J. Szempruch
2560 11th Circle
Naples, Florida 34103

Denise M. Frantz
4392 Napoli Drive
Naples, Florida 34103

ARTICLE IX

BUSINESS ADDRESS:

The initial ^{Principal} registered office shall be at: 11216 North Tamiami Trail, Naples, Florida 34110

INITIAL REGISTERED AGENT:

The initial registered agent at said address shall be:

David J. Szempruch
5100 Tamiami Trail North, Suite 201
Naples, Florida 34103

ARTICLE X

INDEMNIFICATION:

To the fullest extent permitted by Florida law, the University shall indemnify and hold harmless every Director and every officer of the University against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the University. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- A. Willful misconduct or a conscious disregard for the best interests of the University, in a proceeding by or in the rights of the University to procure a judgment in its favor.
- B. A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- C. A transaction from which the Director or officer derived an improper personal benefit.
- D. Wrongful conduct by Directors or officers appointed by the Incorporator, in a proceeding brought by or on behalf of the University.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interests of the University. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

WHEREFORE, the incorporator has caused these presents to be executed this 6th day of January, 1999.

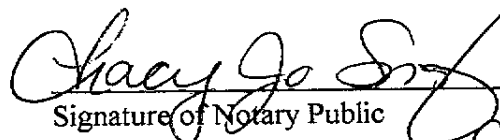
UNIVERSITY OF NAPLES, INC., a Florida Corporation

By: 
David J. Szempruch, President

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 6th day of January, 1999 by David J. Szempruch, as President of University of Naples, Inc., a Florida Corporation, on behalf of the corporation, who is personally know to me.


Signature of Notary Public
Tracy Jo Snorf
Printed Name of Notary Public
My Commission Expires:

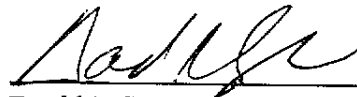
(seal)



Tracy Jo Snorf
My Commission CC613460
Expires January 14, 2001

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for UNIVERSITY OF NAPLES, INC., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.



David J. Szempruch

FILED

99 JAN 11 AM 11:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This instrument Prepared By:

David J. Szempruch, attorney
David J. Szempruch, P.A.
5100 Tamiami Trail North, Suite 201
Naples, Florida 34103
Fl. Bar No. 983616
(941) 261-8484