



P96000011851

**PORTER, WRIGHT,
MORRIS & ARTHUR**

Attorneys & Counselors at Law

GARY K. WILSON
941-436-2932

4501 Tamiami Trail North
Suite 400
Naples, Florida 33940-3060
Telephone: 941-263-8898
Facsimile: 941-436-2990
Nationwide: 800-876-7962

January 17, 1996

State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

FILED
96 FEB -7 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: NICENE SCHOOLS INTERNATIONAL, INC.

Gentlemen:

EFFECTIVE DATE

Enclosed is an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your offices and certify and return to us one certified copy.

We are enclosing our check in the amount of \$122.50 covering:

\$ 35.00 - Filing Fee
35.00 - Certificate Designating Registered Agent
52.50 - Certified Copy
\$122.50

000001694780
-01/22/96--01063--007
****122.50 ****122.50

*Called
Mr. Wilson at 1:15
on 2/7/96 and he
said that this was
indeed a profit
corporation.
GKW/bn BR*

Very truly yours,

[Signature]
Gary K. Wilson

W96-1847

Enclosures

NAPLES/43254 01

FF



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 25, 1996

GARY K WILSON
4501 TAMiami TRAIL NORTH SUITE 400
NAPLES, FL 33840-3060

SUBJECT: NICENE SCHOOLS INTERNATIONAL, INC.
Ref. Number: W96000001847

We have received your document for NICENE SCHOOLS INTERNATIONAL, 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):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 396A00003223



**PORTER, WRIGHT,
MORRIS & ARTHUR**

Attorneys & Counselors at Law

GARY K. WILSON
941-436-2952

4501 Tamland Trail North
Suite 400
Naples, Florida 33940-3060
Telephone: 941-263-8898
Facsimile: 941-436-2990
Nationwide: 800-876-7962

January 31, 1996

State of Florida
Department of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

Re: NICENE SCHOOLS INTERNATIONAL, INC.
Letter No. 396A00003223

Gentlemen:

Pursuant to your instructions in your letter dated January 25, 1996 (copy enclosed), I return to you herein a revised original and one copy of the Articles of Incorporation for the above-referenced corporation.

Please file the original in your offices and certify and return to us one certified copy.

If you have any questions, please feel free to contact our office.

Very truly yours,

Gary K. Wilson

GKW/bn

Enclosures

NAPLES/45254.02

FILED

96 FEB -7 PM 1:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NICENE SCHOOLS INTERNATIONAL, INC.

ARTICLE I. Name and Initial Address

The name of this corporation is NICENE SCHOOLS INTERNATIONAL, INC. and initial address of the corporation is c/o Porter, Wright, Morris & Arthur, 4501 Tamiami Trail North, Suite 400, Naples, Florida 33940.

ARTICLE II. Duration

This corporation shall exist perpetually commencing on the date of filing of these articles.

ARTICLE III. Purpose

This corporation is organized for the primary purpose of creating an organization which publishes standards and requires compliance with its standards as to health, safety and sanitation for child care facilities and schools (grades K-12) which are an integral part of churches or parochial schools and which conduct regularly scheduled classes, courses of study or educational programs. The corporation may accredit such qualifying schools. The corporation is also authorized for the purpose of transacting any or all other lawful business.

ARTICLE IV. Capital Stock

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V. Rights of Shares of Capital Stock

Section 1. Dividends

The directors may declare and pay dividends upon the Common Shares.

Section 2. Rights upon Liquidation or Dissolution.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, after payment of all valid corporate debts, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI. Designation of Registered Agent and Registered Office

The initial registered agent of the corporation shall be Gary K. Wilson and the initial registered office of the corporation is 4501 Tamiami Trail North, Suite 400, Naples, Florida 33940.

ARTICLE VII. Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII. Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased from time to time by the By-Laws but shall never be less than three (3). The names and addresses of the initial directors of this corporation are:

Paul Edgar
150 West High Street
Somersworth, NH 03878

Thomas Clark, III
150 West High Street
Somersworth, NH 03878

Wellington P. Bartels, III
150 West High Street
Somersworth, NH 03878

ARTICLE IX. Incorporator

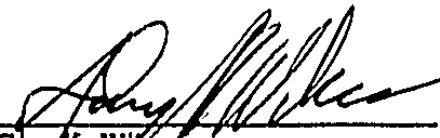
The name and address of the person signing these articles is:

Gary K. Wilson
c/o Porter, Wright, Morris & Arthur
4501 Tamiami Trail North
Suite 400
Naples, Florida 33940

ARTICLE X. Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles
of incorporation this 11th day of January, 1996.



Gary K. Wilson
Porter, Wright, Morris & Arthur
4501 Tamiami Trail North
Suite 400
Naples, Florida 33940

State of Florida

County of Collier

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and
county set forth above, personally appeared GARY K. WILSON, _____ who produced
_____ identification or ☒ who is known to me and known by me to be the
person who executed the foregoing articles of incorporation, and he acknowledged before me that
he executed those articles of incorporation. An oath was not administered.

I WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal,
in the state and county aforesaid, this 11th day of January 1996.



OFFICIAL SEAL
BETHEL JANE NAGY
My Commission Expires
Nov. 9, 1996
Comm. No. CC 234433



Signature of Notary Public

BETHEL JANE NAGY

Name of Notary Public Typed

CC 234433

Serial or License Number of
Notary Public

My Commission Expires: 11-7-96

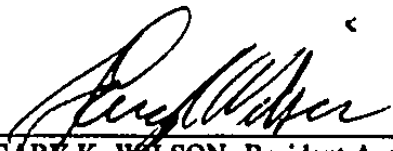
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
THE RESIDENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that NICENE SCHOOLS INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in ARTICLES OF INCORPORATION at City of Naples, County of Collier, State of Florida, has named GARY K. WILSON, located at 4501 Tamiami Trail North, Suite 400, City of Naples, County of Collier, State of Florida, as its Agent to accept service of process within this State.


GARY K. WILSON

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


GARY K. WILSON, Resident Agent

FILED
96 FEB -7 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA