

ARTICLES OF INCORPORATION OF
RENAISSANCE SCHOOL, INC. (A Corporation Not For Profit)

ARTICLE I - NAME

The name of this Corporation shall be Renaissance SCHOOL, INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

I. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contribution to organization that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

II. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall be the carryin6 on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

III. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

IV. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

V. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding: provisions of any subsequent federal tax laws.

VI. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

VII. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

VIII. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

IX. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the 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, educational, religious, or scientific 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 provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV - MEMBERSHIP AND ADMISSION

Qualification for membership and the manner of admission shall be set out and regulated by the by-laws as adopted by the Corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The registered office and mailing address of this Corporation shall be 750 W. Lumsden Road, Brandon, Florida 33511. The initial registered agent of this Corporation at such office shall be CLIFTON C. CURRY, JR., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Board of Directors shall consist of one member who shall have the power to notice, amend, and repeal the by-laws of the Corporation. The number of directors may be increased or

decreased from time to time as set out in the by-laws, but the number of directors shall never be less than three. The directors are to be elected in the manner set out in the bylaws. The names and addresses of the initial Board are:

Narne	Address
Kathy Leitch	14661 Lake Olive Drive Fort Meyers, Florida 33919
Robert A. Leitch	14661 Lake Olive Drive Fort Meyers, Florida 33919
Bill Murman	2622 Moorewood Pkwy. Rock River, OH 44110

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Narne	Address
Kathy Leitch	14661 Lake Olive Drive Fort Meyers, Florida 33919

ARTICLE VIII - OFFICERS

The officers of the Corporation are to be managed by a President, Vice President, Secretary, Treasurer and Assistant Treasurer. Officers shall be elected by the Board of Directors annually at the last meeting of the calendar year. The following persons shall serve as officers of the Corporation until the first election of Officers is held:

Kathy Leitch	President
Robert A Leitch	Vice President
Kath Leitch	Secretary
Bill Murman	Treasurer

AMENDMENTS TO THE ARTICLES OF INCORPORATION

ARTICLE IX NON-DISCRIMINATION POLICY

Renaissance School, Inc., a private school, admits students of any race, color, national and ethnic origin to all the rights, privileges, programs and activities generally accorded to made available to students of this school. It does not discriminate on the basis of race, color, national and ethnic origin in admission policies, scholarship and loan programs and athletic and other school administered programs.

ARTICLE X FOUNDER'S INVOLVEMENT

Considerations for the founder. The purpose of this Article is to enumerate the special consideration given to the founder of this corporation.

Given the nature of dedication a founder will have toward a corporation, the founder, M. Kathleen Leitch, will be given the position of Head of School. The founder will hold this position until such time that she decides to turn said position over to the Board of Directors. At that time the Board of Directors will hire a new Head of School and omit these special considerations from these Articles.

BYLAWS OF RENAISSANCE SCHOOL, INC. A FLORIDA NOT FOR PROFIT CORPORATION

ARTICLE I

NAME

The name of the Corporation shall be

RENAISSANCE SCHOOL, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 27091 Imperial Street, Bonita Springs, County of Lee, State of Florida.

PURPOSES

The purposes for which this Corporation is formed are as follows:

- a) for the advancement of religious, charitable, educational, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- b) to operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws governing the distributions to organizations qualified as tax exempt.

ARTICLE III

PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended, or by any organization contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code and its Regulations, now existing or hereafter amended.

ARTICLE IV

MEMBERSHIP

Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended, or by any organization contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code and its Regulations, now existing or hereafter amended.

ARTICLE V

MEMBERSHIP MEETINGS

Section 1. Eligibility.

Membership is limited to the members of the Board of Directors of the corporation.

Section 2. Membership Committee.

The membership Committee shall consist of the Vice President as Chairman, two (2) members of the Board of Directors who shall be selected by the President, and two (2) members selected by the Chairman from the general membership. If a prospective member shall be sponsored by an active member of the organization, the decision of the Board of Directors to accept such prospect for membership shall be final.

Section 3. Resignation.

Any member may resign from the organization by delivering a written resignation to the President or Secretary and to the membership Chairman.

Section 4. Reinstatement.

A member who has resigned in good standing may apply to the Membership Chairman for reinstatement. Upon the approval by the membership Committee and the Board of Directors, and the payment by such member of the current dues, he or she shall be thereupon reinstated.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Annual Meeting.

The membership shall hold annual meetings on the 1st day in the month of July each year at the principal office of the Corporation or at such other place or places as may be determined by the President. The date, time and place shall be set by the Board of Directors. Notice of such meeting shall be given to all members, officers and directors at their last known address at least ten (10) days prior to the date of the meeting. An agenda for such meeting shall be included in such notice.

Section 2. Special Meetings.

Special meetings of the members may be called at any time by the President or Vice President, or by any two (2) members of the Board of Directors. Such meeting must be called by the President or Vice President upon the receipt of the written request of one-third of the members. Written notice of such meeting, stating the time, place and purposes thereof shall be served by mail upon each member of the organization not less than ten (10) nor more than fifteen (15) days before such meeting, at his or her last known address.

Section 3. Quorum.

At any meeting of members, the presence of a majority of the members in person or by proxy shall be necessary to constitute a quorum for all purposes, and the act of a majority of those members present at which there is a quorum shall be the act of the entire membership, except as may be otherwise provided by statute or by the charter of the organization. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned by the vote of a majority of the members present in person or by proxy without notice other than by announcement at the meeting and without further notice to the absent members. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 4. Voting Rights.

At every meeting of members, each member shall be entitled to one vote in person or by proxy duly appointed in writing which bears a date not more than eleven (11) months prior to such meeting unless such proxy provides for a longer period. The vote for directors and, upon the demand of any member, or any question before the meeting, shall be by ballot. All elections and all questions to be decided at such meeting shall be by majority vote of the members present and entitled to vote. The election of directors shall be by ballot in addition to any other issue, when deemed necessary by the President or Vice President.

Section 5. Order of Business.

The order of business at membership meetings shall be as follows:

- A. Calling the roll of members,
- B. Proof of notice of meeting or waiver of notice submitted,
- C. Reading of minutes of previous meeting,
- D. Reports of officers,
- E. Reports of committees,
- F. Election of Board of Directors and new members,
- G. Unfinished business,
- H. New Business.

Any question concerning the priority of the business to be conducted before the meeting shall be decided by the Chairman of the meeting.

The order of business may be amended and changed at any meeting by a majority vote of the members present at such meeting.

Section 6. Inspectors of Election.

The members may at each annual meeting elect or appoint two persons, who need not be members, to act as inspectors of election for the purpose of tabulating and counting the ballots in the election of directors or the votes rendered on any other issue before the meeting.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. The general management of the affairs of the organization shall be vested in the Board of Directors.

Section 2. Number of Directors

The number of directors shall be not less than three or more than ten which may be changed from time to time by an amendment of these bylaws in the manner herein provided.

Section 3. Election of Directors.

The Board of Directors shall be elected by the members of the organization at the annual meeting of members by a majority vote of the members present at such meeting, as provided in Section I of Article VI hereinabove.

Section 4. Duties and Powers of Directors.

The Board of Directors shall have the authority to:

- a. hold meetings at times and places as may be deemed proper and necessary,
- b. admit, suspend or expel members,

- c. appoint committees on particular subjects from members of the board or from the membership of the organizations,
- d. audit bills and disburse the funds of the organization,
- e. e. print and circulate documents and publish articles,
- f. carry on correspondence and communicate with other associations with the same interest,
- g. employ agents,
- h. devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the organization and protect the interests and welfare of the members,
- i. remove any and all of the officers of the organization with due cause prior to the termination date of such office,
- j. elect substitute directors in the event any director resigns or is removed from office prior to the termination date of such office,
- k. terminate the contract of any firm, individual or other entity employed by the organization to perform any and all nature of services to the organization and
- l. employ, retain, or terminate any employee of the Corporation.

ARTICLE VIII

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meetings.

The annual meeting of the Board of Directors shall be held in the month of July each year immediately following the membership meeting at the principal office of the Corporation or at such other place or places as may be determined by the President.

Section 2. Special Meetings.

Special Meetings of the Board of Directors may be called by the President, by any two (2) members of the Board of Directors or by a majority of the members of any Executive Committee that may be in existence at such time, for any specific purpose. Written notice shall be given stating the purpose of such meeting and shall be either delivered to each member of the Board of Directors or mailed to the last known address of such director at least five (5) days prior to the meeting date.

Section 3. Regular Meetings.

The Board of Directors shall hold regular meetings on a quarterly basis during the months of March, June, September, and December of each year. The date, time and place shall be set by the President. Reasonable notice of such meetings shall be communicated to each member of the Board at his or her last known address. An agenda of the activities to be conducted at such meetings shall be included with and attached to such notice.

Section 4. Quorum, Voting.

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the directors present shall be considered the act of the Board of Directors at any annual, special or regular meeting.

Section 5. Absence.

Should any member of the Board of Directors absent himself unreasonably from three (3) consecutive meetings of the Board without notifying the President or Secretary of his or her reason for doing so, and if his or her excuse should not be accepted by the members of the board, his or her seat on the board may be declared vacant and the board may vote to select a substitute director from the membership of the organization to serve until the remainder of his or her term.

Section 6. Resignation.

Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 7. Removal, Termination of Office.

Any one or more of the directors may be removed with cause at any time by the Board of Directors in the same manner set forth for voting on any issue hereinabove.

Section 8. Delegation of Authority.

The Board of Directors shall delegate authority to any Executive Committee to conduct the business of the organization in accordance with the policies prescribed by the Board of Directors from time to time.

Section 9. Eligibility for Membership.

Only members in good standing shall be qualified to become members of the Board of Directors.

Section 10. Election of Directors.

The Board of Directors shall be self-perpetuating. Only members of the Board of Directors may elect additional members.

Section 11. Installation of Directors.

The installation in office of those directors who have been elected in any particular year shall be held immediately following the annual meeting at which such new members of the Board of Directors were elected.

Section 12. Voting of Directors.

Each member of the Board of Directors shall be entitled to one vote only at any meeting thereof on any issue or matter of business before such meeting. No member of the Board of Directors shall be entitled to vote at any meeting unless he or she is physically present at such meeting.

Section 13. Order of Business.

The order of business at Board of Directors meetings shall be the same as provided in Section 5 of Article VI except that the election shall be for officers of the corporation and for members of the Executive Committee.

Section 14. Inspectors of Election.

The directors present at any meeting of the Board of Directors may elect or appoint two (2) persons who need not be directors to act as inspector of election, for the purpose of tabulating and counting the ballots in the election for officers or in the voting on any other issue before such meeting.

Section 15. Compensation of Directors.

Directors shall receive no compensation for their services.

Section 16. Liability.

The directors of the corporation shall not be personally liable for its debts, liabilities, or the obligations.

ARTICLE IX

OFFICERS

Section 1. Number.

The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with these bylaws as may be appointed and determined by the Board of Directors from time to time.

Section 2. Term of Office.

Officers shall be elected by the Board of Directors by ballot at the annual meeting of the Board of Directors immediately following the membership meeting. Officers shall serve for one year.

Section 3. Installation, Commencement of Duties.

The officers newly elected. at the annual meeting of the Board of Directors shall be installed immediately following the annual meeting, simultaneously with the installation of the Board of Directors.

Section 4. Election.

The officers of the Corporation shall be elected annually by the Board of Directors.

Section 5. Consent to Election.

Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

Section 6 Vacancies in Office.

Should the office of the President become vacant by reason of termination or resignation during the term of office, the first Vice President shall succeed the office for the unexpired term. Vacancies in all other elected offices shall be filled for the unexpired term by the Executive Committee.

Section 7. Duties of Officers.

A. President.

It shall be the duty of the President as the chief executive officer to preside at all meetings of the members, Board of Directors, and any Executive Committee. He or she shall have the power to appoint the chairmen of all Committees subject to the approval of the Executive Committee. He or she shall call all regular and special meetings when deemed necessary and when called for. He or she shall have the power to sign all contracts and any other obligations on behalf of the corporation approved by the Board of Directors. He or she shall be ex-officio member of all committees, except the Nominating Committee. He or she shall select all inspectors of election. In addition, he or she shall have and perform such other duties as may be delegated to him or her by the Board of Directors, including the election of Nominating Committees.

B. Vice President.

The Vice President shall act for the President in his absence. He or she shall be empowered to sign checks on the Corporation's account in the President's absence, along with the Treasurer. He or she shall serve on all committees in the absence of the President. He or she shall perform all

the duties of the office of President in the event of the President's absence or inability to serve. He or she shall serve as Ways and Means Chairman.

C. Secretary.

The Secretary shall take and keep the minutes of all meetings of the membership, Board of Directors and Executive Committee. He or she shall furnish a copy of the minutes to the President immediately after each meeting and shall be custodian of all records and papers of the organization except those that pertain to a special committee. He or she shall receive and file all written reports. In the absence of the Secretary, the President may appoint a temporary Secretary. The Secretary shall handle promptly all necessary correspondence of the corporation as directed by the President. He or she shall submit copies of official communications for the President's file. The Secretary shall order and maintain for the organization supplies, stationary, etc., as may be required from time to time. In the event no newsletter can be sent, he or she shall mail out cards containing notice of Board of Directors and members general and other meetings.

D. Treasurer.

The Treasurer shall receive and deposit all funds in the name of the corporation in a bank approved by the Board of Directors. He or she shall sign checks for the disbursement of funds with the counter-signature of the President or the Vice President. Current financial records shall be kept at all times and reports on the financial status of the corporation shall be submitted at all meetings of the Board of Directors and membership, with copies to be provided for the President's file. The books of the Corporation shall be delivered to his or her successor, duly audited, immediately following the termination of the office and the election of a new Treasurer. The treasurer shall serve as the Chairman of the Budget and Finance Committee.

E. Reports of Officers.

All officers shall perform the duties prescribed in the parliamentary authority in addition , to those outlined herein and those assigned to them by the President from time to time and deliver to their successors all official material not lather than ten (10) days following the election and installation of their successors.

F. Compensation.

The officers of the Corporation shall receive no compensation for their services.

ARTICLE X

BYLAW OR CHARTER AMENDMENT

The Bylaws or the Article of Incorporation of this Corporation may be amended, repealed or altered in whole or in part by a majority vote at any duly organized meeting of the members at

which a quorum shall be present. Notice of the proposed change shall be mailed to each member at his or her last known address at least ten (10) days prior to the time and date of the meeting which is to consider and vote on such change or amendment.

The proposed change or amendment to the Bylaws or the Articles of Incorporation shall, prior to notice being given of such meeting, be ratified and approved by the Board of Directors by a majority vote of the directors present at such Board of Directors meeting. Only those directors present may cast their vote on the action before the meeting.

Upon approval and ratification of such amendment to the Bylaws or Charter of the Corporation by the members as above set forth, the Bylaws Committee shall thereupon proceed to prepare such amendment and see to the filing of any document with the proper governmental authority. Copies of such revised and amended Bylaws or Charter shall be given to any member upon request.

ARTICLE XI PARLIAMENTARY Authority

The Rules contained in Robert's Rules of Order as Revised shall govern the Board of Directors, Officers, Chairmen of various Committees, and the Members in all cases to which they are applicable, provided, however, that they do not conflict with the Bylaws of the Corporation, or with any laws of the State of Florida.

ARTICLE XII FISCAL YEAR

The Fiscal Year of the Corporation shall commence on the 1st day of July and terminate on the 30th day of June.

ARTICLE XIII SEAL

The Corporation shall have a seal of such design as may be approved by the Board of Directors.

ARTICLE XIV DISTRIBUTION OF ASSETS

Upon dissolution, liquidation and winding up of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt

organization under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, as the Board of Directors may determine. Any assets not so disposed of !t shall be disposed of by a court of competent jurisdiction in the county in which the principal ll office of the Corporation is then located, exclusively for such purpose, or to such organization or organizations as such Court shall determine.

ARTICLE XV CONTRACTS, CHECKS, DEPOSITS

Section 1. Contracts.

The Board of Directors may authorize any officer or agent of the Corporation to enter into any contract or to execute and deliver any instrument or document on behalf of the Corporation, which authority may be general or specific.

Section 2. Deposits.

All funds received by the Corporation shall be deposited to the credit of the Corporation in such banks or other depositories as may be approved and authorized by the directors.

Section 3. Checks.

All checks, drafts, or any authorization for the payment of any notes, sums of money, or other evidence of debt issued in the name of the Corporation shall be signed by such officers or agents as shall from time to time be designated and determined by the Board of Directors.

ARTICLE XVI RECORDS

The Corporation shall maintain correct and proper books and records and shall keep minutes of all the meetings of the members and Board of Directors, at the principal office of the corporation. All such records may be inspected by any director member, or agent or attorney of either, or any proper person, at any reasonable time.

DATED AND ADOPTED: