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11/31/05

NOV 21 2005

## TRANSMITTAL LETTER

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

SUBJECT: SOLDIERS OF LIFE ACADEMY, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: KAREN WILLIS DARRETT  
Name (Printed or typed)

4908 EAST IDEWILD AVE  
Address

Tampa FL 33610  
City, State & Zip

(813) 966-1834  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

November 16, 2005

KAREN WILLIS-BARRETT  
4908 E IDLEWILD AVE  
TAMPA, FL 33610

SUBJECT: SOLDIERS OF LIFE ACADEMY, INC.  
Ref. Number: W05000049275

RECEIVED  
05 NOV 21 PM 3:41

We have received your document for SOLDIERS OF LIFE ACADEMY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

PLEASE CALL BEFORE YOU RESUBMIT THIS CORPORATION.

A non-profit corporation can not have shares of stock. Please remove actice 7 if this is a non-profit.

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6855.

Tammy Hampton  
Document Specialist  
NEW FILINGS

Letter Number: 505A00065517



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 31, 2005

KAREN WILLIS-BARRETT  
4908 E IDLEWILD AVE  
TAMPA, FL 33610

SUBJECT: SOLDIERS OF LIFE ACADEMY, INC.  
Ref. Number: W05000049275

RECEIVED  
05 NOV 15 AM 7:52  
DEPARTMENT OF STATE  
OFFICE OF THE SECRETARY  
TAMPA, FL 33610

We have received your document for SOLDIERS OF LIFE ACADEMY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Is this corporation a PROFIT or NON-PROFIT? If this is a PROFIT please remove article 19, or if this corporation is a NON-PROFIT please remove article 7.

Also if this is a NON-PROFIT please make the following corrections.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6855.

Tammy Hampton  
Document Specialist  
NEW FILINGS

Letter Number: 505A00065517

## ARTICLES OF INCORPORATION

OF

### SOLDIERS OF LIFE ACADEMY, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for not for profit under Chapter 617 of the Florida Statutes.

#### ARTICLE 1 – NAME

The name of the Corporation is SOLDIERS OF LIFE ACADEMY, INC.(hereinafter, "Corporation").

#### ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### ARTICLE 3 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 4908 EAST IDLEWILD AVENUE, TAMPA, FL 33610

#### ARTICLE 4 – INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Karen Willis-Barrett, President  
4908 East Idlewild Avenue  
Tampa, FL 33610

#### ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

Karen Willis-Barrett, President  
Gloria Van Alstyne, Vice President  
Lolita Harris, Secretary  
William Van Alstyne, Treasurer  
Eric Barrett, Vice Treasurer

whose addresses shall be the same as the principal office of the Corporation.

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2005 NOV 21 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 6 – DIRECTOR (S)**

The initial director (s) of the Corporation shall be:

Karen Willis-Barrett

whose addresses shall be the same as the principal office of the Corporation.

**ARTICLE 7 – POWERS OF ATTORNEY**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

**ARTICLE 8 – TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE 9 – REGISTERED OWNER (S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any person, whether or not the Corporation shall have notice thereof.

**ARTICLE 10 – REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is 4908 East Idlewild Avenue, Tampa, FL 33610. The name and address of the registered agent of this Corporation is Karen Willis-Barrett, 4908 East Idlewild Avenue, Tampa, FL 33610.

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## **ARTICLE 11 – PURPOSE OF THE CORPORATION**

Soldiers of Life Academy, Inc. was constructed from a need in the educational community to reach students that are falling through the cracks of the Florida Educational System, which includes the No Child Left Behind Act. The goal of this organization is to educate and create successful students and reduce the disproportionate amount of minority referrals, suspensions, expulsions, retentions and student drop out rate; therefore leaving them ill-equipped without the necessary educational tools, community support or self esteem to become successful and productive citizens.

## **ARTICLE 12 – MISSION STATEMENT**

Our mission at Soldiers of Life Academy, Inc. is to first educate our students and second to instill self-worth, intrinsic motivation and the desire to become successful members of a community. In carrying out this mission we strive to:

- Decrease the student drop out rate
- Increase student accountability
- Develop and enhance parent/school relationships
- Challenge our students to strive for excellence

## **ARTICLE 13 – SERVICES PROVIDED**

The Company will provide the following services to our students and community:

- K-12 educational services
- Special education services
- Life/Social Skills
- Home Economics
- Career Services
- Community Involvement and Interaction
- Parent/student support services
- World exploration

#### **ARTICLE 14 – BYLAWS**

The Board of Directors shall be appointed selected from a cross-section of members of the Community and shall be as many as nine (9) members. The Board of Directors shall elect a chairman, vice chairman, secretary and treasurer at its first meeting. The Board of Director (s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director (s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 15 – EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 16 – DISTRISBUTION AND DISSOLUTIONS**

**Section A** – Said organization is organized exclusively for charitable, religious, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code.

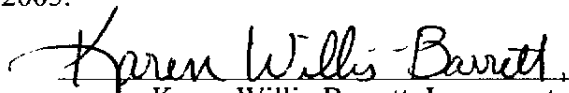
**Section B** – No part of the net earning of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section of 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future tax code.

**Section C** – Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE 17 – AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment thereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

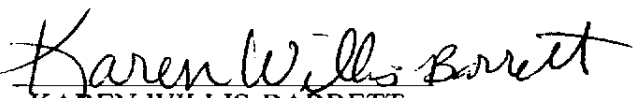
**IN WITNESS WHEREOF**, I have set my hand and seal, acknowledged and file the foregoing Articles of Incorporation under the laws of the State of Florida, this 28<sup>th</sup> Day of October, 2005.

  
Karen Willis-Barrett, Incorporator

#### **ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION**

KAREN WILLIS-BARRETT, having a business office identical with registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

KAREN WILLIS-BARRETT

By:   
KAREN WILLIS-BARRETT