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FLORIDA PROFIT/NON PROFIT CORPORATION

Learning to Live Corp.

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Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION OF
LEARNING TO LIVE CORP.
(A Florida Not For Profit Corporation)**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under Chapter 617 Florida Statutes.

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of the corporation created hereby shall be: **Learning To Live Corp.** (hereinafter, the "Corporation").

The initial principal office of the Corporation shall be 2204 Tail Feather Court, Lutz, FL 33549. The Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time.

The initial mailing address of the Corporation shall be 2204 Tail Feather Court, Lutz, FL 33549. The Corporation shall have the power to change its mailing address to an address within or without the State of Florida.

**ARTICLE II
PURPOSES**

The Corporation is organized exclusively to educate and counsel troubled citizens, particularly troubled youth in confinement, with their transition to becoming productive, responsible, and law-abiding citizens. The Corporation shall accomplish its purposes by helping such citizens to better understand their personalities and purposes in life through educational and counseling sessions which focus primarily on the development of life management skills. The Corporation will collect donations from the public and business organizations in the community and will receive grants from various governmental entities to be used exclusively for the purpose of educating and counseling troubled citizens.

**ARTICLE III
POWERS**

The Corporation shall possess all powers allowed by law, including but not limited to, the power to:

- (a) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or

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other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership;

(b) To receive assistance, money, real or personal property and any other form of contributions from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of the Corporation and to enter into agreements or contracts for regular and irregular contributions to the Corporation for its objects and purposes;

(c) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors of the Corporation;

(d) To distribute, in the manner, form and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions received by it in carrying out charitable, educational, and scientific, programs of the Corporation in the furtherance of its stated purposes, in a manner that assures that money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes;

(e) To contract and be contracted with, and to sue and be sued;

(f) To invest and reinvest surplus funds in such securities and properties as the Board of Directors of the Corporation may from time to time determine;

(g) To apply the whole or any part of the income and principal of the Corporation exclusively for charitable, educational or scientific purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any successor laws or regulations (collectively, the "Internal Revenue Code").

(h) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Corporation is formed and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to, the powers described in Section 617.0302 of the Florida Statutes; and

(i) To adopt and use a corporate seal containing the words "corporation not for profit", if desired and deemed necessary.

The enumeration of the foregoing shall not be held to limit or restrict in any manner the general powers of the Corporation. The objects, purposes and powers of the Corporation however, shall be exercised, construed and limited in their application to accomplish the charitable, education, and scientific purposes for which the Corporation is formed. The activities of the Corporation shall be consistent with Section 501(c)(3) of the Internal Revenue Code.

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ARTICLE IV
DURATION AND EXISTENCE

The existence of the Corporation shall begin on February 1, 2006, and thereafter the existence of the Corporation shall be perpetual.

ARTICLE V
SUBSCRIBER

The name and address of the subscriber is:

James P. Hines
315 S. Hyde Park Avenue
Tampa, FL 33606

ARTICLE VI
OFFICERS

The affairs of the Corporation shall be conducted by a President, a Vice President, a Treasurer, and a Secretary and such other officers designated and authorized by the Board of Directors.

The election of such officers, as well as the fixing of the time and place for holding special and annual meetings, shall be as provided in the Bylaws of the Corporation.

ARTICLE VII
DIRECTORS

The Corporation shall be governed by a Board of Directors. The number of directors serving on the Board of Directors, the election or appointment of directors, and the fixing of the time and place for holding special and annual meetings shall be as provided in the Bylaws of the Corporation.

ARTICLE VIII
AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended at any time by a resolution adopted by the majority vote of the Board of Directors at any annual or special meeting, provided a quorum is present and further provided that due notice of the proposed amendment has been given to the directors then serving on the Board of Directors in accordance with the provisions of the Bylaws

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of the Corporation.

ARTICLE IX
CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private person; no part of the assets of the Corporation shall be expended to the benefit of anyone other than a recipient of funds for charitable, educational or scientific purposes. All such income and all such assets shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509 of the Internal Revenue Code during any period, the Corporation, during such period:

- (a) 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;
- (b) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
- (c) Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- (d) Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and
- (e) Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

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 or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE X
DISPOSITION OF ASSETS

In the event of 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

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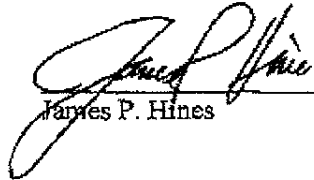
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all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code as are engaged in activities of the type described in Article II above, as the Board of Directors 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 XI
REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent and the initial registered office for the Corporation are as follows: James P. Hines, Hines Norman Hines, P.L., 315 South Hyde Park Avenue, Tampa, Florida 33606.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 1st day of February, 2006 for the uses and purposes therein stated.


James P. Hines

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State of Florida to take acknowledgments, personally appeared JAMES P. HINES, to me known to be the person described as the subscriber in and who adopted the foregoing Articles of Incorporation of the Learning To Live Corp., and acknowledged before me that he subscribed said Articles of Incorporation.

WITNESS my hand and official seal in the State of Florida this 1st day of February, 2006.

Julie C. Richie
Notary Public, State of Florida
My Commission Expires:



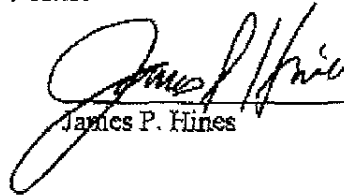
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED FOR
LEARNING TO LIVE CORP.**

Pursuant to Florida Statute Section 617.0503, **Learning To Live Corp.** desiring to organize under the laws of the State of Florida, with its principal office as indicated in the foregoing Articles of Incorporation, hereby designates James P. Hines, 315 South Hyde Park Avenue, Tampa, Florida 33606, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for **Learning To Live Corp.** at the place designated hereunder, I hereby consent to act in this capacity, and hereby agree to comply with the laws of the State of Florida relative to said office.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping open said office.


James P. Hines

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