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FLORIDA PROFIT/NON PROFIT CORPORATION NEW LIFE CHARTER ACADEMIES, INC.

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ARTICLES OF INCORPORATION
OF
NEW LIFE CHARTER ACADEMIES, INC.
(A Florida Not-For-Profit Corporation)

Article I
NAME

The name of this corporation shall be NEW LIFE CHARTER ACADEMIES, INC. (hereinafter called the "Corporation").

Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The street address of the initial principal office and/or the mailing address of the Corporation is c/o Marquista A. Shipman, Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

Article III
PURPOSE

This Corporation is a not-for-profit corporation, which is organized and shall be operated exclusively for charitable, scientific, literary and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States Internal Revenue Law (the "Code"), and not for pecuniary profit; and, more specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

- (a) To own and operate pre-primary, elementary and secondary educational institutions serving Miami-Dade County and Broward County, Florida, and surrounding areas;
- (b) To accept, hold, administer, invest and disburse for scientific, literary, educational and charitable purposes such funds or property as may from time to time be given to it by any person, persons or corporations, or earned by it in its activities;
- (c) To own, manage, operate, lease or take any action in connection with such educational facilities and to acquire (through purchase, joint venture, equity ownership, lease or otherwise) and develop property, both real and personal, in connection with providing educational services;
- (d) To carry on educational activities in and around the communities served by the Corporation;

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(e) To participate in any activity designed and implemented to promote the general education of the communities served by the Corporation; and

(f) To carry on such other activities that are in furtherance of and in support of the foregoing purposes as are lawful and proper for corporations formed under the Florida Not For Profit Corporation Act and Section 501(c)(3) of the Code.

Article IV
MEMBERSHIP

The Corporation shall have no members.

Article V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of the Corporation is Corporation Service Company. The Florida street address of the initial registered agent of the company is 1201 Hays Street, Tallahassee, Florida 32301.

Article VI
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of Directors shall initially be three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three (3). The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation.

Article VII
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to the School Board of an applicable County, or, if no longer in existence, then to one or more not-for-profit funds, foundations or corporations which are organized and operated exclusively for charitable, literary, scientific and educational purposes and which have established their tax exempt status under Section 501(c)(3) of the Code, as selected by the Board of Directors.

Article VIII
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for

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services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Article IX
INDEMNIFICATION

Except as limited by the Bylaws of the Corporation, each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a director of the Corporation, (b) who is or was an officer, agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of a director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as such member, director, officer, trustee, partner, agent, employee or representative, or arising out of his status as such member, director, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled.

Article X
INCORPORATOR

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


Name: Marquista A. Shipman
Address: c/o Hunton & Williams LLP
1111 Brickell Avenue, Suite 2500
Miami, Florida 33131

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 19th day of July, 2012.



Marquista A. Shipman
Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

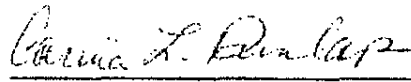
That NEW LIFE CHARTER ACADEMIES, INC., desiring to organize under the laws of the State of Florida, has named Corporation Service Company located at 1201 Hays Street, Tallahassee, Florida 32301, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 19th day of July, 2012.

REGISTERED AGENT:
CORPORATION SERVICE COMPANY


Carina L. Dunlap, Asst. Vice President

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