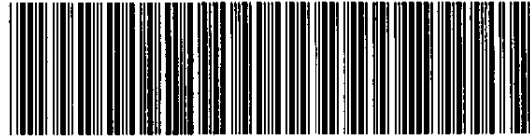


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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STATE

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W11-35357



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 1, 2011

CECILIA A HONEYWOOD
20010 NW 14TH COURT
MIAMI GARDENS, FL 33169-2730

SUBJECT: SPIRIT OF LEARNING ACADEMY, INC
Ref. Number: W11000035357

We have received your document for SPIRIT OF LEARNING ACADEMY, INC and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved business entity. The name of a voluntarily dissolved business entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved business entity provides the Department of State with an affidavit or letter, stating that they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

The document number of the name conflict is N09000000904 (SPIRIT OF LEARNING ACADEMY, INC.).

Please return the corrected 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) 245-6949.

Thomas Chang
Regulatory Specialist II
New Filing Section

Letter Number: 011A00015907

COVER LETTER

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

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

Enclosed are 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

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: CECILIA A HONEYWOOD
Name (Printed or typed)

20010 NW 14TH COURT
Address

MIAMI GARDENS, FL 33169-2730
City, State & Zip

(954) 479-6874
Daytime Telephone number

SPIRITOFLEARNINGACADEMY@YAHOO.COM
E-mail address: (to be used for future annual report notification)

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



Spirit of Learning Academy, Inc.
20010 Northwest 14 Court
Miami Gardens, FL 33169

June 15, 2011

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

This letter is being written behalf of the Board of Director for Spirit of Learning Academy.

We, the Board of Sprit of Learning Academy will not revolt the Article of Dissolution of said corporation and thereby release the name to be file by another entity. The EIN number will remain with the name of the corporation.

The corporation is being dissolve to be file as a for profit corporation.

Sincerely,

Cecilia A Honeywood, EDS Exceptional Student Education
Board President
Spirit of Learning Academy

11 JUN 30 PM 1:26
STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION

In Compliance with Chapter 607, F.S. (For Profit)

ARTICLE I NAME

Section 1.1 This Corporation shall be known as **SPIRIT OF LEARNING ACADEMY, INC** a For Profit Florida Corporation.

ARTICLE II PRINCIPLE OFFICE

Section 2.1 The Corporation's principle office of this corporation in the State of Florida is:

20010 NW 14th Court
Miami Gardens, Florida 33169

ARTICLE III PURPOSE

Section 3.1 The specific purpose for which the Corporation is organized are to foster and administer educational services as outlined in the bylaws of the operation and to distribute the whole or any part of the income there from the principal thereof exclusively for educational purposes.

Section 3.2 The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV MANNER OF ELECTIONS

Section 4.1 This Corporation shall appoint the Directors of the Corporation.

Section 4.2 This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

OFFICE OF THE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLE V
DIRECTORS**

Section 5.1 The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the ("Board")), subjected to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than three (3) Directors are present. The affirmative vote of any three (3) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

Section 5.2 The Board of Directors shall consist of the following members elected in accordance with this Section and the Bylaws:

Cecilia A. Honeywood
President - CEO

20010 NW 14th Court
Miami Gardens, Florida 33169

Terry L. Honeywood
Vice President

20010 NW 14th Court
Miami Gardens, Florida 33169

**ARTICLE VI
DURATION**

Section 6.1 The Corporation shall have perpetual existence unless dissolved pursuant to law

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FALLS BEND, FLORIDA

**ARTICLE VII
STOCK CORPORATION**

Section 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TWENTY THOUSAND (20,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

Section 7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

Section 7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

Section 7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

Section 7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the corporation.

Section 7.6 The Board of Director(s) of the Corporation may, by Restated Article of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

**ARTICLE VII
SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

**ARTICLE VII
POWERS OF CORPORATION**

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 VIII
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 except as may be agreed in writing by the Corporation, the Corporation shall not

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TALLAHASSEE FLORIDA

be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the corporation shall have notice thereof.

**ARTICLE IX
BYLAWS**

The Board of Director(s) of the Corporation shall have 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 X
EFFECTIVE DATE**

This Article of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE XI
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 hereto, 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 directors in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**ARTICLE XII
REGISTERED AGENT AND REGISTERED OFFICE**

Section 8.1 The name and address of the registered agent is:

Cecilia A. Honeywood – President
Spirit of Learning Academy, Inc
20010 NW 14th Court
Miami Gardens, Florida 33169

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STATE
PALM BEACH COUNTY
FLORIDA

**ARTICLE XIII
INCORPORATOR**

Section 9.1 The name and address of the Incorporator is:

Terry L. Honeywood – Vice President
20010 NW 14th Court
Miami Gardens, Florida 33169

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Cecilia Honeywood
Signature / Registered Agent

06-13-2011
Date

Terry Honeywood
Signature / Incorporator

06-13-2011
Date

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TALLAHASSEE