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SAXON | GILMORE
SAXON, GILMORE, CARRAWAY,
GIBBONS, LASH & WILCOX, P.A.
Attorneys and Counselors at Law

SOUTHTRUST PLAZA
201 E. KENNEDY BLVD SUITE 600
TAMPA, FLORIDA 33602
phone 813.314.4500
fax 813.314.4555
www.saxongilmore.com

April 4, 2005

VIA U.S. MAIL

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation
Life Skills Center of Hillsborough County, Inc.

Dear Sir/Madam:

Enclosed please find two originals and one copy of the above referenced Articles to be filed, along with our filing fees for $78.75.

Your help with this matter is very much appreciated. Should you have any questions, please contact me at (813) 314-4502.

Sincerely,

SAXON, GILMORE, CARRAWAY,
GIBBONS, LASH & WILCOX, P.A.

Ricardo L. Gilmore, Esq.
RLG/tw
Enclosures
cc: Sylvia Fuller, White Hat Management, LLC
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ARTICLES OF INCORPORATION
OF
LIFE SKILLS CENTER OF HILLSBOROUGH COUNTY, INC.

The undersigned, desiring to form a not for profit corporation, pursuant to the requirements of Florida Statutes Chapter 617 (Florida Not For Profit Corporation Act) and any and all other applicable laws of the State of Florida, does hereby state the following:

ARTICLE ONE

The name of the Corporation shall be: LIFE SKILLS CENTER OF HILLSBOROUGH COUNTY, INC.

ARTICLE TWO

The principal place of business and mailing address shall be:

Life Skills Center of Hillsborough County, Inc.
8531 Baywood Vista Dr.
Orlando, FL 32810

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ARTICLE THREE

The purposes for which the Corporation is formed are:

(1) To establish, provide, promote, supervise, own and conduct a School, for the education of persons in high school, on a non profit basis, without regard to race, gender or denomination;

(2) To set and maintain standards for said school conforming to the minimum standards prescribed by the state board of education, and to establish hours and terms of attendance;

(3) To receive and administer funds for the benefit of the Corporation, or its successors, and to that end, to accept, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects or purposes any real or personal property, or both, of whatever kind, nature, or description and wherever situated, and subject to the restrictions and limitations hereafter set forth, to use and apply the whole or part of the income there from and the principal thereof exclusively for educational purposes, either directly, or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended or the corresponding provision of any future United States Internal Revenue Law (herein collectively referred to as the "Internal Revenue Code";

(4) To own, use, buy, sell, exchange, convey, mortgage, lease, transfer, invest, hold in trust, or otherwise dispose of, any such property, real or personal, or both, subject to the restrictions and limitations hereafter set forth, and as otherwise prescribed by law;

(5) To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation wherever situation, whether now owned or hereafter to be acquired;

(6) To operate exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, in the course of which operation:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other persons, except that the Corporation 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 herein;

b. 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 not participate in, or intervene in (including publishing or distribution statements)

any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code;

c. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

(7) To fulfill these purposes in a manner and in accordance with a policy that the School shall not discriminate against students on the basis of race, color, gender, national origin or ethnicity;

(8) To engage in any activity in which a non profit corporation may engage under the laws of the State of Florida, and sections 170(b) and (c) and 501(c)(3) of the Internal Revenue Code.

ARTICLE FOUR

The number of Directors constituting the initial Board shall be five (5). In accordance with the Bylaws, the number of Directors may be increased to nine (9) but shall never be less than three (3). The Board of Directors shall be elected according to the Bylaws.

ARTICLE FIVE

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

Dr. Donna Elam
8531 Baywood Vista Dr.
Orlando, FL 32810

ARTICLE SIX

The name and street address of the initial registered agent of the Corporation is:

Ricardo L. Gilmore, Esq.
South Trust Plaza
203 E. Kennedy Blvd., Ste. 600
Tampa, FL 33602

ARTICLE SEVEN

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 as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is 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.

IN WITNESS WHEREOF, I have hereunto subscribed my name as the Sole Incorporator on this 31st day of March 2005.

Donna Elam
Dr. Donna Elam

3/31/05
Date

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31st day of March, 2005, by Dr. Donna Elam, and she executed the foregoing Articles of Incorporation as Incorporator of Life Skills Center of Hillsborough County, Inc.

ANGELA ENNIS
MY COMMISSION # DD 134241
EXPIRES: August 11, 2006
Bonded Thru Budget Notary Services

Notary Public, State of Florida
Print, Type or Stamp Name

Personally Known ___ Type of Identification Produced ___ Or Produced Identification _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above Corporation at the place designated in these Articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of the all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Ricardo Gilmore, Esq.

3/31/05
Date

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