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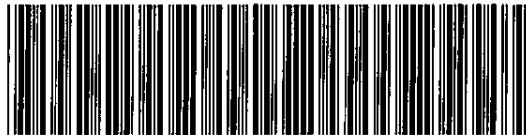
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers APR 22 2007



TCBA Watson Rice LLP

Certified Public Accountants and Advisors

Miami
500 NW 165th Street Road
Suite 205
Miami, Florida 33169
Telephone: (305) 947-1638
Toll Free: (800) 599-3103
Facsimile: (305) 944-6225

April 18, 2008

Via Federal Express

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Subject: **Miami Gardens Christian School & Learning Resource Center, Inc.**

Enclosed is an original and two (2) copies of the Articles of Incorporation for the above not-for-profit corporation and a check for Eight-seven dollars and 50/100 cents (\$87.50) (representing Filing Fee, Certified Copy & Certificate).

A self-addressed return envelope is enclosed for your convenience.

If you have questions or desire additional information, please do not hesitate to contact me.

Sincerely,

TCBA WATSON RICE LLP

Ronald Thompkins, CPA
Partner

Enclosures.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Miami Gardens Christian School
&
Learning Resource Center, Inc.
A Florida "Not for Profit" Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

A. NAME OF CORPORATION: The name of the corporation is Miami Gardens Christian School & Learning Resource Center, Inc.

B. PRINCIPAL OFFICE: The principal office of the corporation is located at 2255 Miami Gardens Drive; Miami, Gardens, Florida. 33055

C. MAILING ADDRESS: The mailing address of the corporation is 2255 Miami Gardens Drive; Miami, Gardens, Florida 33055.

D. REGISTERED AGENT: The name of the registered agent of the corporation is Ronald Thompkins. The address of this registered agent is 500 NW 165th Street Road, Suite 205, Miami, Florida 33169.

E. DURATION: The period of duration is perpetual.

F. BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

G. INCORPORATORS: The name and address of the incorporator is: Ronald Thompkins, 500 NW 165th Street Road, Suite 205, Miami, Florida 33169.

H. CORPORATE PURPOSES: The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. To provide educational opportunities for youth and the elderly.
2. To provide life-time learning opportunities for adults.
3. To provide relief to the poor, the distressed and the underprivileged by providing day care services, after school and summer camp programs.

4. To provide relief to the poor, the distressed and the underprivileged by engaging in or supporting activities to create jobs, eliminate blight, provide affordable housing, and provide needed services.
5. To lessen the burdens of government, lessen neighborhood tensions, eliminate prejudice, eliminate discrimination, and combat community deterioration.
6. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
7. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes and permitted by section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
8. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

I. 501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.
3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

J. **INDEMNIFICATION** - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such

action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this Eighteenth day of April 2008.



Ronald Thompson

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Miami Gardens Christian School & Learning Resource Center, Inc., a Florida not for profit corporation.



Ronald Thompson

April 18, 2008

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TALLAHASSEE, FLORIDA