

S. Thompson JAN 28 2000

ARTICLES OF INCORPORATION
OF
CHRIST THE KING LEARNING CENTER, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida as a corporation not for profit, and hereby adopt the following articles of incorporation:

ARTICLE I - NAME

The name of this corporation shall be, CHRIST THE KING LEARNING CENTER, INC.

ARTICLE II - REGISTERED OFFICE AND PRINCIPLE PLACE OF BUSINESS OF THE CORPORATION

The principal place of business and mailing address shall be, 26 Willow Drive, Orlando, Florida 32807, located in Orange County. The board of directors may from time to time move the principle office of the corporation to any other address in the state of Florida.

ARTICLE III - PURPOSE

The specific purpose for which this corporation is organized exclusively for educational and child care purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

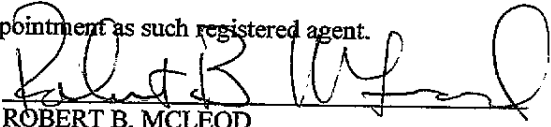
ARTICLE IV - QUALIFICATION OF MEMBERS AND THE MANNER OF THEIR ADMISSION

The members of this corporation shall be members of Christ the King Episcopal Church and/or members of the vestry of Christ the King Episcopal Church, Inc. Membership shall not be transferable.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are: Robert B. McLeod, 5410 Lazy Oaks Lane, Orlando, FL 32839. The undersigned, having been designated as registered agent for service of process within the State of Florida upon Christ the King Learning Center, Inc., at the place designated in Article II of the foregoing Articles of Incorporation, does hereby accept the appointment as such registered agent.


ROBERT B. MCLEOD
Registered Agent

ARTICLE VI - NAMES AND RESIDENCES OF THE INCORPORATES

The names and addresses of the incorporates of this corporation are as follows:

Robert B. McLeod	5410 Lazy Oaks Lane Orlando, FL 32839 32839
Thomas A. Walters	4735 S St. Brides Circle Orlando, FL 32812
Ralph W. Jones	1021 Romano Ave. Orlando, FL 32807
Patricia K. Roberts	35 Willow Dr. Orlando, FL 32807

IN WITNESS WHEREOF, the subscribing incorporates have hereunto executed these Articles of Incorporation this

19th day of January, 19 2000


ROBERT B. MCLEOD


THOMAS A. WALTERS


RALPH W. JONES


PATRICIA K. ROBERTS

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The number, term of office and provisions regarding removal and filling of vacancies shall be as set forth in the corporation's bylaws.

Section 2. The names and addresses of the initial board of directors are as follows:

Robert B. McLeod	5410 Lazy Oaks Lane Orlando, Fl 32839 32839
Thomas A. Walters	4735 S St. Brides Circle Orlando, Fl 32812
Ralph W. Jones	1021 Romano Ave. Orlando, Fl 32807
Patricia K. Roberts	35 Willow Dr. Orlando, Fl 32807

ARTICLE VIII- AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed by a resolution adopted by a majority vote of the board of directors. The resolution shall then be presented to the membership of the corporation. A majority vote of the membership cast at a duly called meeting shall be necessary to amend the Articles of Incorporation.

ARTICLE IX - VOTING

Section 1. Each member in good standing shall be entitled to one vote.

Section 2. Votes may be cast either in person, by proxy or by a voting trustee or trustees, each of whom may, but need not be, an officer or director of the corporation.

ARTICLE X - ADDITIONAL PROVISIONS

Section 1. No officer, director or member shall be personally liable for any debt or other obligation of the corporation.

Section 2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private 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 in Article Third hereof. 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 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 other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3. Where the context of these articles permit, the use of the plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

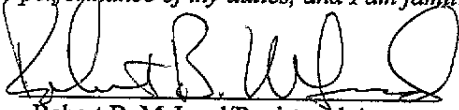
ARTICLE XI - SEVERABILITY

Should any paragraph, sentence, phrase, or portion thereof, of any provision of these Articles or of the bylaws or rules and regulations be held invalid, it shall not affect the validity of the remaining parts thereof or of the remaining instruments.

ARTICLE XII - DISSOLUTION OF THE CORPORATION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for 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.

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


Robert B. McLeod/Registered Agent

1-19-2000
Date

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00 JAN 24 PM 4:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA