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LAW OFFICES

McClellan, Vostrejs & Batsel, P. A.

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POST OFFICE BOX 2580

OCALA, FLORIDA 34478

ROBERT A. VOSTREJS, JR.
L. EDWARD MCCLELLAN, JR.
ROBERT W. BATSEL

June 28, 2000

00 JUN 29 19 16
TALLAHASSEE, FLORIDA
TELEPHONE
(352) 622-3252
FAX
(352) 622-3310

Department Of State
Division Of Corporations
PO Box 6327
Tallahassee, Fla. 32324

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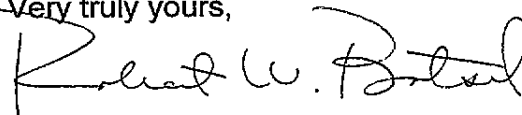
Re: Hale Academy, Inc.

Dear Registration Section:

Enclosed is the original Articles Of Incorporation and Designation Of Registered Agent for the above-referenced Florida corporation, along with our firm check in the amount of \$87.50 in payment of the filing fees associated with this request. Please forward a Letter of Acknowledgment upon registration to my attention at the above address.

If you should have any questions or concerns pertaining to the enclosed, please do not hesitate to contact me.

Very truly yours,



Robert W. Batsel

RWB/sj
Enclosures

Sharon GAVE
AUTHORIZATION BY PHONE TO
CORRECT Add principal address
DATE 7/5
DOC. EXAM Stt

Sharon did not have zip
code for Michael Carmichael.

S. Thompson JUL 05 2000

**ARTICLES OF INCORPORATION
OF
HALE ACADEMY, INC.
(A Corporation Not-For-Profit)**

FILED
00 JUN 29 AM 9:16
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles Of Incorporation for the Corporation:

ARTICLE I

Name And Address

The name of the Corporation shall be HALE ACADEMY, INC. The street address of the initial registered office of the corporation is 500 Northwest 27th Avenue, City of Ocala, County of Marion, State of Florida. The name of its initial registered agent at that address is Douglas P. Cone, Jr. The principal address is 500 Northwest 27th Avenue, Ocala, Florida 34475.

ARTICLE II

Purposes

A. **General.**

The general purposes for which the Corporation has been formed are:

1. To establish and maintain a secondary coeducational school dedicated to providing the best possible environment within which to nurture the intellectual, emotional, spiritual and physical development of each student; to aid students attending the school to achieve academic excellence in preparation for higher education, and to instill in them a strong sense of morality, ethics and social responsibility so that they may eventually attain their highest potential as human beings; to offer a challenging and demanding curriculum that will provide comprehensive programs in the sciences, fine arts and athletics; and to promote the moral and spiritual values of its students and the community.

2. To disseminate the aims and activities of the Corporation to the general public in a manner intended to invoke public involvement and support.

3. To charge and collect tuition and other appropriate fees in exchange for the educational services to be provided, to solicit both restricted and unrestricted contributions and donations from the community at large, to prudently invest all funds received and, at its discretion or in accordance with any restrictions placed on contributions accepted, to disburse the net interest and other earnings that may be received, as well as needed portions of its principal, in satisfaction of its operating

expenditures and expenses and in support of meritorious projects which may further its objectives.

4. To perform all other acts and carry on and conduct all other activities necessary or useful in connection with or incidental to the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the State of Florida and this charter.

B. Restrictions:

Notwithstanding any other provision in these Articles, all activities of the Corporation shall be carried on and all of the funds of the Corporation, whether income or principal and whether acquired by charge for services rendered, gift, contribution, investment return or other source, shall be used and applied exclusively for charitable or educational purposes, and so that no part of the net earnings of the Corporation will in any event enure to the personal benefit of any member of the Corporation or to any organization or other individual; provided, however, that a reasonable compensation may be paid to any of the foregoing in exchange for services actually rendered to or for the benefit of the Corporation in furtherance of one or more of its purposes stated above, and further that organizations and individuals may benefit from grants, scholarships, fellowships and similar payments or contributions made in furtherance of the objects and purposes of the Corporation.

The Corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3), Internal Revenue Code of 1986, as now or hereafter amended; and no part of the principal assets or net income of the Corporation shall in any event be paid or contributed to any organizations or individuals, any substantial part of the activities of whom consists of attempting to influence legislation by propaganda or otherwise or which participates or intervenes in any political campaign on behalf of any candidate for public office.

ARTICLE III

Membership

The membership of the Corporation shall be composed of those person admitted in the manner provided in the Bylaws of the Corporation.

ARTICLE IV

Term of Existence

This Corporation shall have perpetual existence.

ARTICLE V

Management

The affairs of the Corporation shall be managed by its Board Of Trustees, the precise size of which shall be fixed by the Bylaws of the Corporation. All other members of the Board shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified.

The internal organization of the Board shall involve the election from among its membership of a Chairman, Vice Chairman, Secretary/Treasurer and such other officers as may, in the option of the Board, from time to time be necessary to adequately administer the affairs of the Corporation, such offices to be filled by vote of the Board Of Trustees and such officers to hold office until their successors are duly elected and qualified. The officers of the Corporation shall have such duties as may be specified by the Board or the Bylaws of the Corporation and shall serve without compensation. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the Bylaws of the Corporation.

The names and addresses of the persons who are to serve as the initial Trustees are:

Name	Address
1. Douglas P. Cone, Jr.	500 Northwest 27th Ave., Ocala, Fl. 34475
2. Debra A. Cone	500 Northwest 27th Ave., Ocala, Fl. 34475
3. Michael J. Carmichael	1815 Southwest 55th Street Road, Ocala, Fl.

The name and address of each incorporator and initial Registered Agent is:

Name	Address
1. Douglas P. Cone, Jr.	500 Northwest 27th Ave., Ocala, Fl. 34475

ARTICLE VI

Bylaws

The Board Of Trustees of the Corporation shall adopt such Bylaws for the conduct of its activities as it may deem appropriate from time to time. Upon proper notice, the Bylaws as so adopted, may be amended, altered or rescinded by a majority vote of those members of the Board Of Trustees present at any regular or special meeting called for that purpose.

ARTICLE VII

Amendments

Upon proper notice, these Articles of Incorporation may be further amended by a majority vote of those members of the Board Of Trustees present at any regular meeting or any special meeting called for that purpose.

ARTICLE VIII

Distributions Upon Liquidation Or Dissolution

On 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 a not for profit fund, foundation, or corporation which is organized and operated exclusively for educational or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, have executed these Articles Of Incorporation on June 28, 2000.



Douglas P. Cone, Jr.

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.



Douglas P. Cone, Jr.

Date 6/28/00