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LAW OFFICES OF MARK F. DAHLE, P. A.

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BUILDING A, SUITE 105
POST OFFICE BOX 6629
LAKELAND, FLORIDA 33807-6629

MARK F. DAHLE

ALSO ADMITTED TO PRACTICE IN
SOUTH CAROLINA AND BEFORE THE
UNITED STATES TAX COURT

TELEPHONE (863) 644-3307
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September 29, 2000

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78.75

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FIRST CLASS MAIL

SUBJECT: Bennett Christiansen Academy, Inc., a Florida Not-for-Profit Corporation

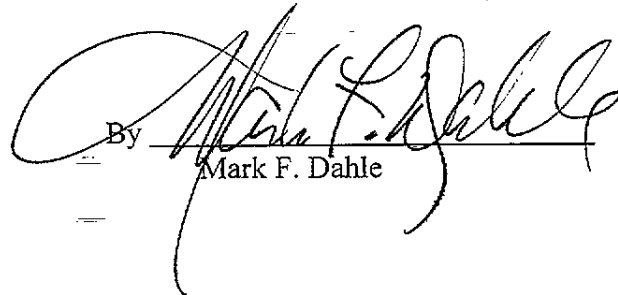
Dear Sir or Madam:

Enclosed for filing please find duly executed duplicate originals of the Articles of Incorporation for the referenced new corporation. Also enclosed is my check number 3188 in the amount of Eighty-one and 75/100ths (\$81.75) Dollars, representing payment of the filing fee, designation of registered agent, and certified copy.

Please return the certified copy by first class mail. Thank you for your assistance.

Very truly yours,

Law Offices of Mark F. Dahle, P. A.

By 
Mark F. Dahle

C2673.2:rr
Enclosures

gk 10/4

FILED
00 OCT -2 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BENNETT CHRISTIANSEN ACADEMY, INC.
A Florida Not-for-Profit Corporation

FILED
00 OCT -2 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each natural person competent to contract, hereby form a Corporation not for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation shall be Bennett Christiansen Academy, Inc..

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

(a) To promote and provide for the education of children and students of all ages by operating educational institutions, obtaining funding from federal, state, county, and local governments and other sources, and by engaging appropriate teachers and administrative staff. This Corporation shall be operated exclusively for these charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code or the successor provision as now in effect or as the law may hereafter be amended.

(b) To conduct business in and have one or more offices in the State of Florida, and in all other states and countries.

(c) To buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks, and licenses.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes,

BENNETT CHRISTIANSEN ACADEMY, INC., ARTICLES OF INCORPORATION

and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same character of business, if not inconsistent with the not-for-profit nature of this Corporation.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(g) To subscribe for, purchase, own, hold, sell, assign, transfer, pledge, mortgage, or otherwise dispose of bonds, securities, or evidences of indebtedness issued or created by the United States of America, or any state, territory county or municipality therein, and by any foreign state, nation, government, municipality or other political subdivision thereof.

(h) To carry on, enter into, and carry out any arrangements which may be deemed to be consistent with the purposes of the Corporation, with any corporation, association, cooperative association, partnership, firm, trustee, syndicate, individual, government, state, municipality, or other political or governmental division or subdivision, domestic or foreign, to obtain the reform or otherwise to acquire by purchase, lease, assignment, or otherwise, stocks, powers, rights, privileges, participations, immunities, franchises, guarantees, grants, and concessions; to hold, own, exercise, exploit, dispose of, and realize upon the same, and to undertake and prosecute any business dependent thereon; and to cause to be formed, to promote, and to aid in any way the formation of

any corporation, association, or organization of any kind, domestic or foreign, for any such purpose.

(i) To lend money on time or call, with or without collateral security, and to give credit to individuals, corporations, associations, or co-partnerships, and to municipalities, states, governments, or any political subdivisions thereof, and to foreclose on any property taken by the Corporation as collateral security for any loans.

(j) To cause or to allow the legal title, and any estate, right, or interest in any property, whether real, personal, or mixed, owned, acquired, controlled, or operated by the Corporation, to remain or to be vested or registered in the name of, or operated by, any person, firm, association, or corporation, domestic or foreign, formed or to be formed, either in trust for or as agents or nominees of this Corporation, or upon any other terms or conditions, which the Board of Directors may consider for the benefit of the Corporation.

(k) To undertake, conduct, assist, promote, and participate in every kind of commercial, industrial, agricultural, manufacturing, mercantile, or mining enterprise, business, undertaking, venture, or operation in any state, territory, dependency, or colony of the United States of America or its insular possession, or in the District of Columbia, or in any foreign country, consistent with the purposes of the Corporation.

(l) To act as agent or representative (other than fiscal or transfer agent) of individuals, partnerships, associations, or corporations, and as such to manage, develop, and extend their business or to aid any lawful enterprise.

(m) To have one or more offices carry on all or any part of its operations and business without restrictions or limit as to amount in any or all of the states, districts, territories, or colonies

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of the United States of America, and in all foreign countries; and to enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, or state.

(n) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, exchange, or otherwise dispose of and deal in real estate and personal property of every class and description; subject however, to the laws of such state, district, territory, or country where the same may be located.

(o) To build, erect, construct, purchase, hire, or otherwise acquire, own, provide, establish, maintain, hold, lease, and operate factories, warehouses, agencies, buildings, structures, offices, houses, works, machinery, plants, and all other things of whatsoever kind and nature, within and without the State of Florida, and in any part of the world, suitable, necessary, useful, or advisable in connection with any or all of the objectives hereinbefore or hereinafter set forth.

(p) To apply for, obtain, register, lease, purchase, or otherwise acquire, and to hold, use, own, operate, and introduce, and to sell, assign, or otherwise dispose of any trademarks, trade names, patents, copyrights, formulas, inventions, improvements, and processes used in connection with or secured under letters patent of the United States of America, or elsewhere; to use, exercise, develop, grant licenses in respect of, or otherwise deal with any such trademarks, patents, licenses, processes and the like, or any such property or rights, and, further, to purchase, acquire, apply for, register, secure, hold, own, or sell, or otherwise dispose of any and all copyrights, trademarks, trade names, and distinctive marks.

(q) To carry on any other business, whether manufacturing or otherwise, which may seem

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to the Corporation capable of being conveniently carried on in connection with its business, or calculated directly or indirectly to fulfill the purposes of the Corporation.

(r) To do any and all things hereinbefore enumerated for itself or on account of others, and to make and perform contracts for doing any of said undertakings; to have and exercise all of the rights and powers now or hereafter conferred by the laws of the state of Florida, and to do any and all of the things hereinbefore enumerated to the same extent as natural persons might or could do.

(s) The foregoing enumerated objectives, purposes, and powers of the Corporation are not intended and shall not be construed or held to prohibit or limit the exercise of any other and further rights and powers which may now or hereafter be allowed or permitted by the laws of the State of Florida, and this Corporation shall have and exercise all other powers, rights, and privileges granted by the corporation laws of the State of Florida now in force, or any amendment or amendments thereto.

ARTICLE III. TERM OF EXISTENCE

This Corporation commenced upon filing and will continue to exist perpetually.

ARTICLE IV. ADDRESS

The principal place of business and the mailing address of this Corporation respectively shall be: 5150 South Florida Avenue, Building A, Suite 105, Lakeland, Florida 33813 and Post Office Box 5425, Lakeland, Florida 33807-5425.

ARTICLE V. MEMBERS

The Corporation shall have members, the private property of whom shall not be liable for debts of the Corporation. The members of the Corporation shall be those persons serving, from time

BENNETT CHRISTIANSEN ACADEMY, INC., ARTICLES OF INCORPORATION

to time, on the Board of Directors of the Corporation and such other persons as may be defined in the By-laws. Qualifications, admission, termination and all other terms and conditions of membership shall be set by the By-laws of the Corporation as they now or hereafter exist from time to time.

ARTICLE VI. ELECTION OF BOARD OF DIRECTORS

This Corporation shall initially have three (3) members of the Board of Directors who shall serve without compensation. The number of members of the Board of Directors may be changed, from time to time, by the By-laws of the Corporation, but shall never be less than three (3). The members of the Board of Directors shall be members of the Corporation. The By-laws may indicate the manner of the election of the members of the Board of Directors. Board of Directors seats may be arranged with staggered terms and election years, as specified in the By-laws. Board of Directors action shall require a majority of those present (in person or by electronic medium) to constitute an act of the Board. At least half (1/2) of the currently elected members of the Board of Directors shall be required to be present (in person or by electronic medium) to constitute a quorum to enable the Board to take any action.

ARTICLE VII. OFFICERS

The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer and such other officers as may be identified by the Corporation By-laws. The names of the persons who are to serve as officers of the Corporation and initial members of the Board of Directors are:

BENNETT CHRISTIANSEN ACADEMY, INC., ARTICLES OF INCORPORATION

OFFICERS

President:
Vice President:
Secretary:
Treasurer:

BOARD MEMBER

MARY LYNN DAHLE
M. KARIN SALISBURY
MARK F. DAHLE, JR.
MARK F. DAHLE, JR.

ARTICLE VIII. INCORPORATORS

The names and street address of the Incorporators for these Articles of Incorporation are:

MARY LYNN DAHLE
M. KARIN SALISBURY
MARK F. DAHLE, JR.

ARTICLE IX. LIMITATIONS OF CORPORATE POWERS

In order to promote the purposes of this Corporation, it may acquire property by grant, purchase, devise or bequest and hold and dispose of such property as the Corporation shall require for the benefit of the members and others, but not for monetary profit.

ARTICLE X. INITIAL REGISTERED AGENT

The name and address of the initial registered agent is: MARY LYNN DAHLE, 5150 South Florida Avenue, Building A, Suite 105, Office Box 5425, Lakeland, Florida 33807-5425.

ARTICLE XI. DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine. In no event shall any of such

assets or property be distributed to any member, advisor, officer or any private individual.

ARTICLE XII. BY-LAWS

The Board of Directors of this Corporation may provide such By-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary, from time to time. Upon proper notice, the By-laws may be amended, altered, or rescinded by a two-thirds (2/3) majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XIII. EXEMPTION STATUS

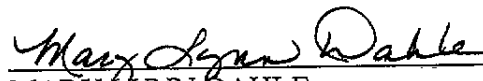
Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity or amend the Articles in any way, which would prevent it from obtaining exemption and maintaining exemption from Federal income taxation as a Corporation described in §501(c)(3) of the Internal Revenue Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code.

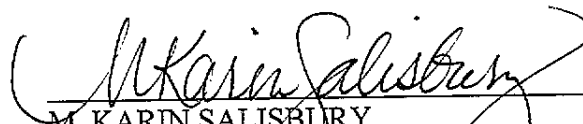
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any advisor or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation.

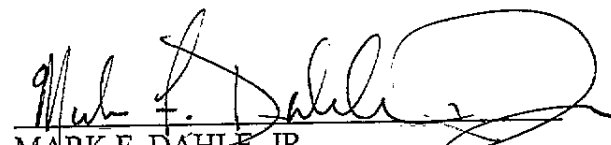
No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by §501(h) of the Internal Revenue Code and any corresponding laws of the State of Florida), and the

BENNETT CHRISTIANSEN ACADEMY, INC., ARTICLES OF INCORPORATION

Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of, or in opposition to, any candidate for public office.


MARY LYNN DAHLE
5150 South Florida Avenue, Suite 105
Lakeland, Florida 33813


M. KARIN SALISBURY
5150 South Florida Avenue, Suite 105
Lakeland, Florida 33813


MARK F. DAHLE, JR.
5150 South Florida Avenue, Suite 105
Lakeland, Florida 33813

CERTIFICATE OF DESIGNATED REGISTERED AGENT

In compliance with Chapter 48 and 607 Florida Statutes, Bennett Christiansen Academy, Inc. does hereby designate MARY LYNN DAHLE as registered agent.

Having been named as registered agent of the foregoing Corporation, I hereby accept and agree to act in this capacity and agree to comply with the laws of the State of Florida in all respects. 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

BENNETT CHRISTIANSEN ACADEMY, INC., ARTICLES OF INCORPORATION

registered agent, including, but not limited to, accepting service of process for the above-named Corporation.

Mary Lynn Dahle
MARY LYNN DAHLE

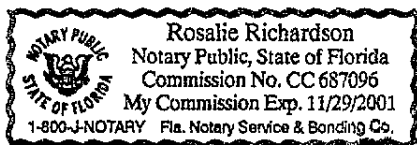
Date: September 29th, 2000.

FILED
00 OCT -2 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 29th day of September, 2000, by MARY LYNN DAHLE, M. KARIN SALISBURY, MARK F. DAHLE, JR., the persons in the foregoing Articles of Incorporation as Incorporators, who have personally known to me.



Rosalie Richardson
Rosalie Richardson
Notary Public State of Florida
My commission expires: November 29, 2001