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ROBERTS & LAW, P.A.

ATTORNEYS AT LAW

POST OFFICE BOX 57

250 S. MAIN AVENUE

GROVELAND, FLORIDA 34736

TELEPHONE NUMBER: (352) 429-2183

FAX NUMBER: (352) 429-3035

ARTHUR E. ROBERTS
(1929-1997)

JULIA R. LAW

December 6, 2000

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

700003492267--7
-12/08/00-01097-013
****122.50 *****78.75

Re: Hope Children's Academy, Inc.

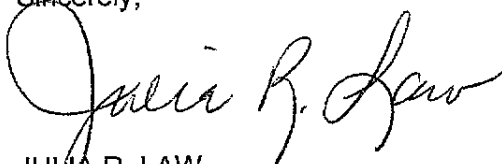
Gentlemen:

Relative to the subject new corporation, enclosed please find the original and one copy of the articles of incorporation, which I would appreciate your filing and returning the copy to me certified.

Also enclosed is my trust account check in the amount of \$122.50, representing the \$35.00 filing fee, \$52.50 for certified copy, and \$35.00 for registered agent fee.

Thanking you for your assistance in this matter, I remain

Sincerely,



JULIA R. LAW

JRL/bs

Enclosures

6216-2555

W000-29259

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 20 PM 1:32

12/20/00



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 DEC 20 PM 1:32

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 13, 2000

ROBERTS & LAW, P.A.
POST OFFICE BOX 57
GROVELAND, FL 34736

SUBJECT: HOPE CHILDREN'S ACADEMY, INC.
Ref. Number: W00000029259

We have received your document for HOPE CHILDREN'S ACADEMY, INC.. However, the document has not been filed and is being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 500A00062862

ARTICLE V

The street address of the initial registered office of the corporation is 15822 Tower View Drive, in the City of Clermont, County of Lake, State of Florida. The name of its initial registered agent at that address is AMY J. GOMES.

ARTICLE VI

The power of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be five (5); provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation, to a number no less than three (3). The method for election of such directors shall be as stated in the bylaws.

The directors named here as the first board of directors shall hold office until the first meeting of the members, to be held on January 16, 2001, at 7:00 p.m. at 477 Carroll Street, Clermont, Florida, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of one (1) year until the annual meeting of members following the election of directors and until the qualifications of the successors in office. Annual meetings shall be held at 7:00 p. m. on the third Tuesday of January each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this matter shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

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

**ARTICLES OF INCORPORATION OF
HOPE CHILDREN'S ACADEMY, INC.
A CORPORATION ORGANIZED FOR
CHARITABLE PURPOSES**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 DEC 20 PM 1:32

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

The name of the corporation is HOPE CHILDREN'S ACADEMY, INC.

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

a. The general purposes for which this corporation is formed are to operate exclusively for charitable and exceptional educational purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

b. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene, by publication or distribution of any statements or otherwise, in any political campaign on behalf of any candidate for public office.

ARTICLE IV

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

AMY J. GOMES

15822 Tower View Drive
Clermont, Florida 34711

RENEE D. PHARES

17355 Cork Street
Winter Garden, FL 34789

CONNIE CURRAN

7144 Horizon Circle
Windermere, FL 34786

ARTICLE VII

The names and residential addresses of each incorporator are:

AMY J. GOMES

15822 Tower View Drive
Clermont, Florida 34711

RENEE D. PHARES

17355 Cork Street
Winter Garden, FL 34789

CONNIE CURRAN

7144 Horizon Circle
Windermere, FL 34786

ARTICLE VIII

The board of directors shall elect the following officers: president, vice president, secretary, and treasurer, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers:

AMY J. GOMES

President

RENEE D. PHARES

Vice President

CONNIE CURRAN

Secretary/Treasurer

ARTICLE IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

ARTICLE X

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

ARTICLE XI

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 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.

ARTICLE XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

We the undersigned, being the incorporators 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 the 6th day of December, 2000.

Signed, Sealed and Delivered
in the Presence of:

Colleen M. Bridges

Frances V. Foss

Amy J. Gomes (SEAL)
AMY J. GOMES

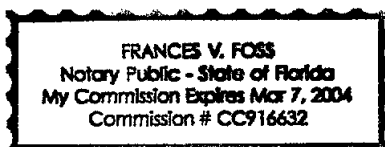
Renee D. Phares (SEAL)
RENEE D. PHARES

Connie Curran (SEAL)
CONNIE CURRAN

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY THAT ON THIS DAY BEFORE ME, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared AMY J. GOMES, who produced Known to me, as identification; RENEE D. PHARES, who produced Known to me, as identification; CONNIE CURRAN, who produced Known to me, as identification, known to be the incorporators in the foregoing Articles of Incorporation, and acknowledged that they subscribed to these Articles of Incorporation

WITNESS my hand and seal in the County and State named above this 6th day of December, 2000.



Frances V. Foss
Notary Public

**STATE OF FLORIDA
DEPARTMENT OF STATE**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS
AND DIRECTORS.**

The following is submitted, in compliance with Chapter 617.023, Florida Statutes:

HOPE CHILDREN'S ACADEMY, INC., a corporation not for profit, organized (or
organizing) under the laws of the State of Florida, with its principal office at 15822 Tower View
Drive, in the City of Clermont, County of Lake, State of Florida, has named AMY J.
GOMES, located at 15822 Tower View Drive, in the City of Clermont, County of Lake,
State of Florida, as its agent to accept service of process within this state.

OFFICERS:

Name	Title	Specific Address
AMY J. GOMES	President	15822 Tower View Drive Clermont, FL 34711
RENEE D. PHARES	Vice President	17355 Cork Street Winter Garden, FL 34787
CONNIE CURRAN	Secretary/ Treasurer	7144 Horizon Circle Windermere, FL 34786

DIRECTORS:

Name	Specific Address
AMY J. GOMES	15822 Tower View Drive Clermont, FL 34711
RENEE D. PHARES	17355 Cork Street Winter Garden, FL 34787
CONNIE CURRAN	7144 Horizon Circle Windermere, FL 34786

BY: _____

Amy J. Gomes
AMY J. GOMES President

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep office open during
prescribed hours; to post my name (and any other officers of said corporation authorized
to accept service of process at the above Florida designated address) in some
conspicuous place in the office as required by law.

Amy J. Gomes
AMY J. GOMES, Registered Agent

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 DEC 20 PM 1:32

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE
OF FLORIDA.

1. The name of the corporation is HOPE CHILDREN'S ACADEMY, INC.
2. The name and address of the registered agent and office is AMY J.

GOMES, 15822 Tower View Drive, Clermont, Florida 34711. 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.



AMY J. GOMES, Registered Agent

Date: 12-6-00