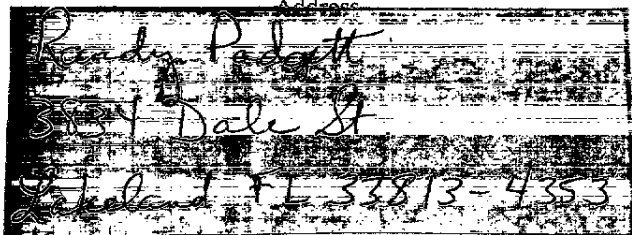


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Requester's Name



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

90000410870-023
-08/06/01-01091-023
*****78.75 *****78.75

1. _____
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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TALLAHASSEE, FLORIDA

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w01-18469
8/9

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 9, 2001

RANDY PADGETT
3834 DALE ST.
LAKELAND, FL 33813-4353

SUBJECT: HERITAGE EDUCATIONAL SERVICES, INC.
Ref. Number: W01000018469

We have received your document for HERITAGE EDUCATIONAL SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 245-6878.

Alan Crum
Document Specialist
New Filing Section

Letter Number: 701A00045893

ARTICLES OF INCORPORATION

OF

HERITAGE EDUCATIONAL SERVICES, INC.

The undersigned subscribers of these Articles of Incorporation, each a natural Person, each competent to contract, hereby associate themselves together to form a non-profit corporation pursuant to Chapter 617 of the Florida Statutes.

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091-AUG 20 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the non-profit corporation shall be HERITAGE EDUCATIONAL SERVICES, INCORPORATED.

ARTICLE II

The general nature of the business to be transacted, by this the non-profit corporation shall be as follow:

SECTION 1: The general purpose of the above mentioned corporation is to provide services designed to aid in the instruction of home-educated students, including teaching, advising, guiding and one-to one tutoring, all in addition to home instruction by the parents as required by law.

SECTION 2: To buy, own, hold, rent, purchase or otherwise lawfully acquire, and to sell, mortgage, pledge, hypothecate, lease, (as Lessee or Lesser), or in any manner whatsoever dispose of, and to invest, trade or deal in, personal property and real property of every kind and description and all interests therein.

SECTION 3: To acquire, hold, lease (as Lessee or Lesser), manage, operate, develop, control, build, erect, maintain, either direct or through donations or ownership of stock in any corporation, any lands, buildings, houses, offices, business blocks, stores, warehouses, shops, mills, plants, factories, lofts, or other structures, machinery rights, permits, privileges, franchises, licenses, and all appurtenances thereto of every kind and description, and all other things, including but not limited to books, desks, copying and printing machinery, office supplies and teaching equipment, which may at any time be necessary or convenient for the purpose of the corporation, and to sell, dispose of, lease, convey, mortgage or otherwise encumber said property or any part thereof.

SECTION 4: To purchase, apply for, hold, assign, lease, (as Lessee or Lesser), or otherwise acquire, and to sell, transfer, pledge or otherwise dispose of, mortgage or otherwise encumber, franchises, easements, rights, privileges, formulas, licenses, trademarks, trade names, patent rights, copyrights, inventions, improvements and process, and pending applications therefore, such as may relate to and be used or useful in connection with any business conducted by the non-profit corporation.

SECTION 5: To borrow money and/or receive donations of any kind for any lawful corporate purposes. To secure same by mortgage, pledge, warehouse receipts, deeds of trust, or otherwise to charge any and all of the properties, rights, privileges and franchises, to secure the payment thereof; to enter into, make, perform or carry out contracts of every kind and description for any lawful purpose without limit as to amount, with any person, firm, association or corporation.

SECTION 6: To acquire the good will, assets, rights and property, and to assume the whole or any part of the liabilities, of any person, firm, association or corporation or otherwise.

SECTION 7: To engage generally in any business which the **BOARD OF DIRECTORS** may deem proper in furtherance of any of the objects therein able mentioned, to all intents and purposes and to the same extent and in the same manner and to the same effect as in the case of an individual.

SECTION 8: To do each and every act necessary or proper for the accomplishment of any of the above or hereinafter mentioned or enumerated purposes of this corporation, as fully as a natural person might or could do as principal or agent, by contract or otherwise, both within and without the State of Florida.

SECTION 9: To establish, maintain and conduct branch offices and agencies wherever necessary or convenient all over the world for the purposes of providing the services and transacting the business of this non-profit corporation; to employ, hire, contract with and engage any and all persons to assist in the operation and maintenance of said non-profit corporation and its properties; to act as agent for any person, partnership, firm, association or corporation, for transacting any business authorized by this Article, for or incidental to the purposes set forth in the foregoing subdivision of this Article.

SECTION 10: This non-profit corporation from time to time may do any one or more of the acts and things, or carry out any one or more of the purposes herein set forth, and may transact business in the State of Florida, in other States, in the District of Columbia, in the districts, dependencies and colonies of the United States of America and in foreign countries.

SECTION 11: The foregoing shall not be held to limit or restrict the powers of the non-profit corporation, but shall be regarded as independent and separate.

ARTICLE III

The principal place of business and mailing address of this non-profit corporation in the State of Florida is: 3834 Dale Street, Lakeland, FL 33813-4353.

ARTICLE IV

This non-profit corporation shall have five (5) initial members of the Board of Directors as appointed by the subscribers. The initial Directors shall perform all duties required for a period of three (3) years from the date of incorporation. Three of the initial five (5) members will hold their positions permanently, as determined by the subscribers, or until they resign on their own. The two non-permanent seats in the Board of Directors shall vacate every three years. The selection and appointment of the two non-permanent members will be by the majority vote of the three permanent seats holders, taking into consideration the needs of the corporation at the time. The qualifications of the appointed two members must be documented. The non-permanent members of the Board cannot serve more than two consecutive terms. At the time that a permanent member resigns, the remaining members will appoint a new permanent member, giving consideration to the members of the board at the time. The final decision must be by majority vote of the Board. At any time a tie occurs, the matter will be presented to the Administrator, who will have the deciding vote.

ARTICLE V

The Registered Agent of this non-profit corporation is Randy J. Padgett and the Registered office is located at 3834 Dale Street, Lakeland, Polk County, FL 33813-4353.

IN WITNESS WHEREOF, the subscribers have signed these Articles of Incorporation in their names and affixed their seals thereto.

Randy J. Padgett
Anita R. Padgett

STATE OF FLORIDA

:SS

COUNTY OF POLK)

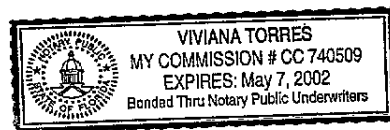
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared **RANDY J. PADGETT** and **ANITA PADGETT**, to me known to be the persons described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 2 day of August, 2001.

[Signature]

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



HERITAGE EDUCATIONAL SERVICES

2907 Brooks Street
Lakeland, FL 33803

Phone: 863-665-1519

August 14, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: HERITAGE EDUCATIONAL SERVICES, INC.
Ref. Number: W01000018469

FILED
01 AUG 20 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir:

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

Sincerely,

Randy J. Padgett
Randy J. Padgett