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FLORIDA NON-PROFIT CORPORATION

Higher Educational Research and Opportunities Founda

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 21, 2002

BUSH ROSS GARDNER

SUBJECT: HIGHER EDUCATIONAL RESEARCH AND OPPORTUNITIES FOUNDATION, INC.
(HERO FOUNDATION)
REF: W02000007787

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.")

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FAX Aud. #: H02000060244
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
HIGHER EDUCATIONAL RESEARCH AND OPPORTUNITIES FOUNDATION, INC.**

I, the undersigned natural person of the age of 21 years or more, with other persons being desirous of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, providing for the formation, rights, privileges, benefits and obligations conferred and imposed by such laws, hereby make, subscribe, file, and acknowledge the following:

**ARTICLE I
NAME**

The name of this corporation is Higher Educational Research and Opportunities Foundation, Inc. (the "Foundation").

**ARTICLE II
ADDRESS**

The address of the principal office and the mailing address of the Foundation is 4105 North Lynn Avenue, Tampa, Florida 33603.

**ARTICLE III
PURPOSE**

The Foundation is formed exclusively for the purposes for which a corporation may be formed under the Not-for-Profit Corporation law of the State of Florida and not for pecuniary profit or financial gain. The specific purposes for which the corporation is organized are as follows:

1. To establish and maintain a corporation dedicated to enhancing the educational development and mentoring of young people; it being the conviction of the founders that there is a need for mentors and educators that can enhance the learning opportunities of young people by providing an atmosphere where the student is able to effectively incorporate habits of learning, discipline, diligence, and integrity.

2. To purchase, lease, or otherwise acquire, hold, and enjoy real, personal or mixed property of every kind and character; to sell, convey, lease and encumber the same and to borrow money for the uses, objects and benefit of the Foundation.

3. To charge and collect tuition and other appropriate fees in exchange for the educational services to be provided, procure, take, receive, hold and enjoy gifts of money and property, real or personal, of every kind and character from any person corporation or association

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including the United States of America, the State of Florida or any county or municipality of said State or any agency thereof, for the purposes set forth in these Articles, and to act as trustee of any funds or property given or donated for special uses and purposes and to execute all such uses and purposes; provided, however, that all gifts and donations made to the Foundation with directions to the use thereof, or to income therefrom, and accepted by said trustees, shall be held and used by the trustees of the Foundation in accordance with such directions.

4. 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.

5. To disseminate the aims and activities of the Foundation to the general public in a manner intended to evoke public involvement and support.

6. 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 these Articles of Incorporation.

7. To operate exclusively in a manner that promotes the educational purposes of the Foundation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

Notwithstanding any other provision in these Articles, all activities of the Foundation shall be carried on and all 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 the promotion of educational purposes, and so that no part of the net earnings of the Foundation will, in any event, enure to the personal benefit of any person, firm, or individual or to any other organization or entity; provided, however, that reasonable compensation may be paid in exchange for services actually rendered to or for the benefit of the Foundation in furtherance of one or more of its purposes stated above.

The Foundation shall not engage, otherwise and as an insubstantial part of its total activities, and activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; no substantial part of the activities of the Foundation shall consist 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.

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ARTICLE IV
POWERS

The Foundation shall be authorized to exercise any and all corporate powers given to corporations not-for-profit by virtue of Chapter 617 of the Florida Statutes and to accomplish any of the purposes set forth herein to the full extent permitted by the laws of the State of Florida and these Articles of Incorporation.

ARTICLE V
MEMBERS

The Foundation is organized on a non-stock basis and shall have no members.

ARTICLE VI
TERM OF EXISTENCE

The Foundation shall have perpetual existence.

ARTICLE VII
SUBSCRIBER

The name and address of the subscriber to these Articles is as follows:

Randy Sterns
220 South Franklin Street
Tampa, Florida 33602

ARTICLE VIII
MANAGEMENT

Section 1. The powers of the Foundation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, the precise number of which shall be set by the By-Laws of the corporation, provided that there shall be a minimum of three (3) directors at all times. Each member of the Board shall be elected in the manner and for the term prescribed in the By-Laws and shall hold office until their respective successors are duly elected and qualified.

Section 2. The officers of the Foundation shall have such duties as may be specified by the By-Laws of the corporation. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the corporation.

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Section 3. The initial Board of Directors shall consist of five (5) persons and shall serve as members of the initial Board of Directors of the Foundation for a term of six (6) months and until their successors are duly elected. The names and addresses of the persons who shall serve as members of the initial Board of Directors are as follows:

Sonya Swick
10814 Preservation View Dr., # 207
Tampa, Florida 33626

Sean Hensley
522 E. Davis Blvd.
Tampa, Florida 33606

Mark McAfee
10814 Preservation View Dr. # 207
Tampa, Florida 33626

Matt Hensley
4105 N. Lynn Avenue
Tampa, Florida 33603

Katie Hensley
16305 Hidden Arbor court
Odessa, Florida 33549

ARTICLE IX BY-LAWS

Section 1. The Directors of this Foundation 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.

Section 2. Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of the Directors present at any regular meeting or any special meeting called for the purpose, unless specified otherwise in the By-Laws of the corporation.

ARTICLE X AMENDMENT

Upon proper notice, these Articles of Incorporation may be amended by a majority vote of the directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

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ARTICLE XI
NO PERSONAL LIABILITY

The directors, officers and agents of the Foundation shall not be held personally liable or responsible for any contracts, debts or defaults of the Foundation while acting for or on behalf of the corporation in any official and authorized capacity. The Foundation shall indemnify all of its officers, directors and agents and all of its former officers, directors and agents, to the fullest extent permitted by law.

ARTICLE XII
DISSOLUTION

Upon dissolution of the Foundation, the Board of Directors shall, after making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by contribution exclusively to one or more organizations which themselves are an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof).

ARTICLE XIII
PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the Foundation shall enure to the benefit of, or be distributable to its directors, officers, other private persons or for-profit corporations, 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 III hereto.

ARTICLE XIV
REGISTERED OFFICE

The name and address of the initial registered office and the initial registered agent of the the Foundation is:

Randy K. Sterns
220 South Franklin Street
Tampa, Florida 33602

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
18th day of MARCH, 2002.


Randy K. Stern, Subscriber

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MAR. 21. 2002 5:53PM BRGWR-813-223-9620

NO. 1884 P. 9

Audit Fax No. (((H02000060244 9))),

ACCEPTANCE OF REGISTERED AGENT

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.


Randy K. Sterns, Registered Agent

3/21/02
Date

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