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May 3, 2002

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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*****78.75 *****78.75

Re: Academy at the Farm Foundation, Inc.

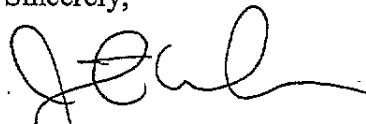
To Whom It May Concern:

Enclosed for filing are original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$78.75 for the filing fee and to obtain one certified copy of the Articles of Incorporation.

Please return the certified copy of the Articles of Organization to me at Post Office Box 2039, Dade City, Florida 33526-2039.

Your assistance and cooperation in this regard is very much appreciated.

Sincerely,



Jonathan W. Newlon

JWN/ean

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 13 PM 3:40

5-15-02

**ARTICLES OF INCORPORATION
OF
ACADEMY AT THE FARM FOUNDATION, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation not-for-profit in accordance with the laws of the State of Florida.

Article I

Name and Address

The name of this corporation shall be Academy at the Farm Foundation, Inc. The initial principal office of the corporation shall be located at 9633 Handcart Road, Dade City, Florida 33525, which office may be changed from time to time by action of the Board of Directors.

Article II

Purposes

(a) This corporation is organized and shall be operated exclusively for charitable, scientific, or educational purposes. as means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to make distributions of income to organizations that qualify as exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code"), and to take any other action which, from time to time, shall seem expedient to the Directors of this corporation and which shall further said purposes.

(b) No part of the net earnings of this corporation shall inure to the benefit of any Director or officer of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation), and no Director or officer of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or the regulations issued thereunder, r by an organization, contributions to which are deductible under section 170(c)(2) of the Code and the regulations issued thereunder.

(d) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed only to another corporation not-for-profit or other

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**ARTICLES OF INCORPORATION OF
ACADEMY AT THE
FARM FOUNDATION, INC.
PAGE 2**

organization exempt under Section 501(c)(3) of the Code, and no Director, officer, or private individual shall be entitled to share in the distribution of the assets.

Article III

Powers

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, scientific, and educational purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status:

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

(c) Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not:

(1) Engage in any act of self-dealing (as defined in Section 4941(d) of the Code);

(2) Retain any excess business holdings (as defined in section 4943(c) of the Code);

(3) Make any investments in such manner as to subject this corporation to tax under Section 4944 of the Code; or

(4) Make any taxable expenditure (as defined in Section 4945(d) of the Code).

Article IV

Members

This corporation shall have a membership consisting of at least three (3), but no more than twenty-five (25) members. The members shall elect the Board of Directors of the corporation and shall have such other powers as may be prescribed in these Articles or the Bylaws of the corporation.

**ARTICLES OF INCORPORATION OF
ACADEMY AT THE
FARM FOUNDATION, INC.
PAGE 3**

Article V

Duration

This corporation shall have perpetual existence.

Article VI

Registered Office and Agent

The initial registered office of this corporation shall be located at 37947 Pasco Avenue, Dade City, Florida 33525, and the initial registered agent of this corporation shall be Jonathan W. Newlon. This corporation shall have the right to change such registered office and agent from time to time, as provided by law.

Article VII

Incorporator

The incorporator filing these Articles of Incorporation is Jonathan W. Newlon, 37947 Pasco Avenue, Dade City, Florida 33525.

Article VIII

Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the Bylaws of this corporation and by officers who shall be appointed by the Board of Directors. The officers thus appointed shall be a president, a secretary, a treasurer, and other such officers as may be provided for in the Bylaws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the Bylaws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided for in the Bylaws of this corporation. The number shall be not less than three (3), but may be any number in excess thereof.

Article IX

Initial Directors

The initial membership of the Board of Directors of this corporation shall consist of the following individuals, who shall hold office until their successors have been duly elected and have qualified:

Carolyn Andrews	4012 Circlewood Drive Tampa, Florida 33614
Shaun Bolender	31404 Reed Road Dade City, Florida 33523
Kerry Brown	8080 56 th Street N. Temple Terrace, Florida 33617
Cheli Cerra	9320 NW 50 th Doral Circle N. Miami, Florida 33178
Bill Graham	1203 Kenilworth Tallahassee, Florida 32312
Susan Lange	9155 Highland Ridge Tampa, Florida 33647
Tom Lange	9155 Highland Ridge Tampa, Florida 33647
August Mauser	19143 White Wing Place Tampa, Florida 33647
Jean Mauser	19143 White Wing Place Tampa, Florida 33647
Robert O'Dea	18117 Regents Square Drive Tampa, Florida 33647
Susan Sand	12903 Cinnamon Place Tampa, Florida 33624
James Scarpo	1802 Cypress Creek Road Lutz, Florida 33549

ARTICLES OF INCORPORATION OF
ACADEMY AT THE
FARM FOUNDATION, INC.
PAGE 5

Article X

Bylaws

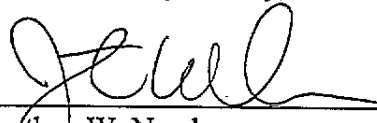
The power to adopt, alter, amend, and repeal the Bylaws of this corporation shall be vested in the Board of Directors of this corporation.

Article XI

Amendment of Articles of Incorporation

This corporation reserves the right to alter, amend, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred herein are subject to this reservation.

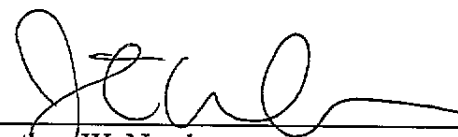
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the uses and purposes stated herein as of the 3rd day of May, 2002.


Jonathan W. Newlon

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article VI of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 617.0503, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of Academy at the Farm Foundation, Inc.

DATED, this 3rd day of May, 2002.


Jonathan W. Newlon
Registered Agent