

Division of Corporations

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Florida Department of State

Division of Corporations
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Account Number : 076077002775
Phone : (407) 246-8692
Fax Number : (407) 423-7014

FLORIDA NON-PROFIT CORPORATION

Counselors in Training, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
COUNSELORS IN TRAINING, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby form a corporation not for profit under the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes.

ARTICLE I

NAME

The name of this corporation is:

COUNSELORS IN TRAINING, INC.

ARTICLE II

PURPOSES

This corporation is organized exclusively for charitable, literary, educational and scientific purposes, to maintain and operate a school, and to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, literary, educational and scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or they may hereafter be amended.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no member, trustee or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Except as above provided, the corporation shall not afford pecuniary gains, incidentally or otherwise, to its members, trustees, officers or other private persons.

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ARTICLE III**TRUSTEES**

The Board of Trustees shall have all voting powers. The Trustees shall be elected in the manner provided in the Bylaws. Any natural person of legal age shall be qualified to be a member of the Board of Trustees. The corporation shall have such classes of members (or no members) as set forth in the bylaws.

The Board of Trustees may establish and put into effect from time to time bylaws establishing other classes of membership not having powers (except to elect the majority of an Advisory Board of Trustees from among their own number) and fixing from time to time the terms, duties, powers and privileges and responsibilities of each class of membership and of the Advisory Board of Trustees, if any.

ARTICLE IV**TERM OF EXISTENCE**

This corporation shall commence existence on the date these Articles are filed with the Secretary of State and shall exist perpetually.

ARTICLE V**INCORPORATORS**

The names and addresses of the subscribers are:

<u>NAME</u>	<u>ADDRESS</u>
Raymond R. Holloway	6819 Edgewater Drive Orlando, Florida 32810
Grace H. Holloway	6819 Edgewater Drive Orlando, Florida 32810

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ARTICLE VI**OFFICERS**

The affairs of the corporation shall be managed by a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided for by the Board of Trustees from time to time in the bylaws. An officer or trustee may hold one or more offices. The Officers shall be elected by the Board of Trustees annually in accordance with the provisions of the bylaws.

ARTICLE VII
TRUSTEES

The Board of Trustees of the Corporation shall consist of not less than three (3) persons nor more than twenty-five (25) persons, the exact number to be determined in accordance with the provisions of the bylaws.

ARTICLE VIII**BYLAWS**

The bylaws of the corporation shall be made, altered, or rescinded by affirmative vote of a majority of the Trustees of the corporation.

ARTICLE IX**AMENDMENTS**

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Trustees of the corporation.

ARTICLE X**MISCELLANEOUS**

Section 1. Neither the members, trustees, nor officers of the corporation shall be personally liable for any obligations of the corporation of any nature whatsoever; nor shall any of the property of any member, trustee or officer of the corporation be subject to the payment of the obligations of the corporation to any extent whatsoever.

Section 2. The corporation shall have no capital stock.

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Section 3. This corporation shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes, or as the same may be amended.

Section 4. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on:

- (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or
- (b) by a corporation, contributions to which are deductible under Section 170© (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

Section 5. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4941(a) or corresponding provisions of any subsequent Federal tax laws.

Section 6. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall either operate as a private operating foundation in a manner to qualify as a private operating foundation for purposes of Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws; or it shall distribute its income for each taxable year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

Section 7. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not retain any "excess business holdings" as defined in Section 4943© of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, which would give rise to any liability for the tax imposed by Section 4943(a) or corresponding provisions of any subsequent Federal tax laws.

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Section 8. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, so as to give rise to any liability for the tax imposed by Section 4944(a) or corresponding provisions of any subsequent Federal tax laws.

Section 9. During any period that it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, or a corresponding provision of any subsequent Federal tax laws, the corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws which would give rise to any liability for the tax imposed by Section 4945(a) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XI

DISSOLUTION

Upon the dissolution of this corporation the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, pursuant to the procedure of provisions of Florida Statutes §617.1406, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of the assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

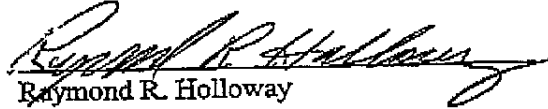
ARTICLE XII - Initial Principal Office; Initial Registered Office and Agent

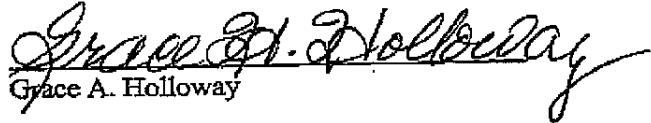
The street address and mailing address of the initial principal office and initial registered office of the corporation is 6819 Edgewater Drive, Orlando, Florida 32810 and the initial registered agent of the corporation at that address shall be Raymond R. Holloway.

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IN WITNESS WHEREOF, the incorporators have executed these Articles of Incorporation
this 17th day of June, 2002.

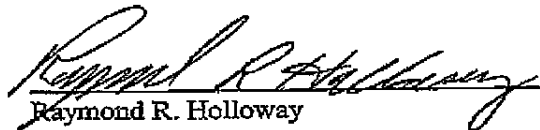

Raymond R. Holloway


Grace A. Holloway

CONSENT OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DATED this 17th day of June, 2002.


Raymond R. Holloway

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