

No2000000 6103

Milligan & Associates, P.A.

Mailing Address:
P.O. Box 3254
West Palm Beach, Florida 33402-3254

Telephone: 561.804.9866
Facsimile: 561.683.7783

06 August 2002

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

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

Re: Articles of Incorporation
Xtreme Center for Excellence in Learning, Inc.

Ladies and Gentlemen:

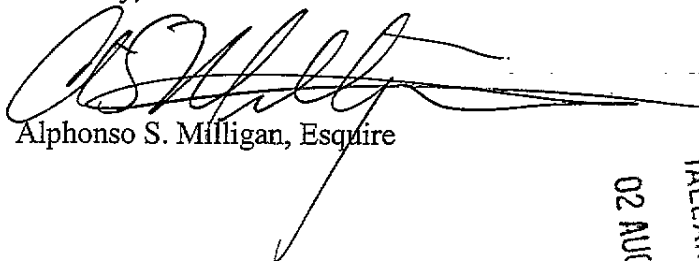
We have enclosed the Articles of Incorporation for the above referenced corporation. Also, find a check in the amount of \$78.75 for the filing, registered agent fee and certificate of status:

Please forward the acknowledgements to:

Alphonso S. Milligan, Esquire
Milligan & Associates, P.A.
P.O. Box 3254
West Palm Beach, Florida 33402-3254

If you have any questions or if additional information is needed, please contact the undersigned directly at 561.722.4599.

Sincerely,



Alphonso S. Milligan, Esquire

enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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6/13

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

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Xtreme Center for Excellence in Learning, Inc.

THE UNDERSIGNED, as the incorporator and on behalf of a not-for-profit, non-stock Corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I – NAME AND ADDRESS

Section 1.1. The name mailing and street address of this Corporation is Xtreme Center for Excellence in Learning, Inc., (the “Corporation”) 5908 Elmhurst Road, West Palm Beach, Florida 33417.

ARTICLE II – PURPOSE

Section 2.1. The purpose for which this Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by the contributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Section 2.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes or organizations set forth in Section 501 (c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they hereinafter amended from time to time.

ARTICLE III – DURATION

Section 3.1. The duration of this Corporation shall be perpetual.

ARTICLE IV – NON-STOCK CORPORATION

Section 4.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act.

ARTICLE V – REGISTERED OFFICE AND AGENT

Section 5.1 – The address of the registered office is Suite 6, 2580 Metrocentre Boulevard, West Palm Beach, Florida 33407, and the name of the Registered Agent at that address is Alphonso S. Milligan, Esquire.

ARTICLE VI – DIRECTORS

Section 6.1 – The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the “Board”), subject to the restrictions that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two (2) Directors are present. The affirmative vote of any two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

6.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities;

6.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws;

6.1.3. Organization of a subsidiary or affiliate by the Corporation;

6.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 6.2. The Initial Board of Directors shall consist of the following members elected in accordance with this Section 6.2 and the Bylaws:

Ralph Nickerson
198 Wild Pine Road
Wellington, Florida 33414

Warren Cullett
5929 Elmhurst Road
West Palm Beach, Florida 33417

David Reyes
109 Cypress Lane
Royal Palm Beach, Florida 33411

ARTICLE VII – PROHIBITED ACTIVITIES

Section 7.1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by directors and to make payments and distributions in furtherance of the purposes set for in Article II hereof.

Section 7.2. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 7.3. 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, or the corresponding section of any future federal tax code, or by (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 7.4. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to 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 7.5. 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.

Section 7.6. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 7.7. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 7.8. 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.

ARTICLE VIII – DISSOLUTION

Section 8.1. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction 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 determined, which are organized and operated exclusively for such purposes.

ARTICLE IX – MEMBERS

Section 9.1. This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

ARTICLE X – AMENDMENT

Section 10.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

ARTICLE XI – BYLAWS

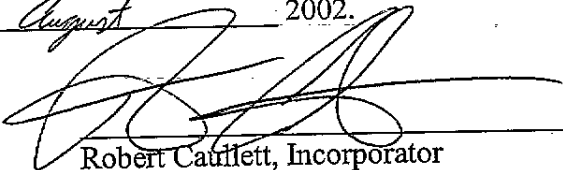
Section 11.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation, which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

ARTICLE XII – INCORPORATOR

Section 12.1. The name and address of the person signing these Articles is:

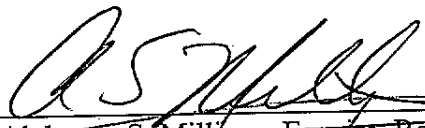
Robert Caullett
5908 Elmshurst Road
West Palm Beach, Florida 33417

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6 day of August 2002.


Robert Caullett, Incorporator

CERTIFICATE ACCEPTING APPOINTMENT FOR THE SERVICE OF PROCESS
WITHIN THE STATE

Having been named as Registered Agent and to accept Service of Process for the above stated Corporation at the place designated in these Articles, 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.


Alphonso S. Milligan, Esquire, Registered Agent

State of Florida)
) ss.
County of Palm Beach)

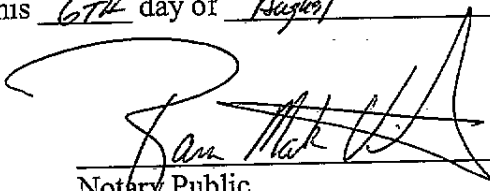
BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, appeared Alphonso S. Milligan, who

[] is personally known to me or

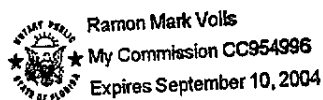
[✓] produced a (n) FL Drivers License as identification,

who did/did not take an oath and who executed the foregoing Articles of Incorporation before me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 6th day of August, 2002.


Notary Public
State of Florida at Large

My commission expires:



FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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