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FLORIDA NON-PROFIT CORPORATION

Institute of Academic Mastery, Inc.

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11/22/2002

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ARTICLES OF INCORPORATION
OF
INSTITUTE OF ACADEMIC MASTERY, INC.
(A NON-PROFIT CORPORATION)

The undersigned incorporator, for the purpose of forming a non-profit corporation under the provisions of Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME AND ADDRESS

The name of this corporation is **INSTITUTE OF ACADEMIC MASTERY, INC.**

The principal place of business and mailing address of this corporation shall be:

10950 N. 56th St.
Tampa, Florida 33617

ARTICLE II. NATURE OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. PURPOSE

This corporation is organized not for profit under the laws of the State of Florida and the objects and purposes to be transacted and carried on are to promote the general education and social welfare of the community and for that purpose:

1. To establish an educational learning center for the purpose of providing regular developmental, enrichment and accelerating instruction throughout Hillsborough and neighboring counties.

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2. Said corporation is organized exclusively for, charitable, religious, educational, scientific or literary purposes, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE V. CAPITAL STOCK

This corporation shall have no capital stock.

ARTICLE VI. ORGANIZATION

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustee, officers, or other private persons, 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 for in Article IV hereof. 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 any candidate for public office. 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 United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

ARTICLE VII. MEMBERSHIP

This corporation shall be composed of members rather than shareholders. The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the bylaws.

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Members of the corporation shall not be liable for any debts or obligations of the corporation and shall not be subject to any assessment; but reasonable membership dues may be determined and fixed by the bylaws.

ARTICLE VIII. BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. This corporation shall have nine directors constituting the initial Board of Directors. The qualification for directors and the manner of their admission shall be regulated by the Bylaws; however, there shall never be less than three directors nor more than fifteen directors.

ARTICLE IX. INITIAL DIRECTORS

The names and addresses of the initial directors of this corporation are:

Clementine H. Duhart, President
P. O. Box 291548
Tampa, Florida 33687

Kaydell Wright Douglas
11431 Glenmont Drive
Tampa, Florida 33635

Evelyn L. Price
3720 McBerry Street.
Tampa, Florida 33610

Beatrice W. Spearman
2420 e. Emma Street
Tampa, Florida 33610

Cassandra Granville, Chairperson
3117 Bent Creek Dr.
Valrico, Florida 33594

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE X. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered office of this corporation in the State of Florida shall be:

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Clementine H. Duhart
10950 N. 56th St.
Tampa, Florida 33617

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE XI. INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Clementine H. Duhart
10950 N. 56th St.
Tampa, Florida 33617

ARTICLE XII. DISSOLUTION

Upon 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 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 determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended at a special call meeting of the membership for that purpose by a majority vote of those present. Every amendment shall be approved by the Board of Directors, proposed by them to the members and approved at a membership meeting by at least a majority of the members entitled to vote, unless all of the directors and all of the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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IN WITNESS WHEREOF, the undersigned, as incorporator, has executed and subscribed his name to the foregoing Articles of Incorporation on this 21st day of November, 2002

Clementine H. Duhart

Clementine H. Duhart

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21st day of November, 2002, by **Clementine H. Duhart** who is personally known to me or who has produced for identification and is known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation.

Jessica L. Bryant
Notary Public Jessica L. Bryant

My commission expires:



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **INSTITUTE OF ACADEMIC MASTERY, INC.**
2. The name and address of the registered agent and office is:

Clementine H. Duhart
10950 N. 56th St.
Tampa, Florida 33617

SIGNATURE

Clementine H. Duhart
Clementine H. Duhart

TITLE: *President*

DATE November 21, 2002

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.

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