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From:  
Account Name : A 1 A CORPORATE SERVICES, INC.  
Account Number : I20010000247  
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FLORIDA NON-PROFIT CORPORATION

ACE ACADEMY CHARTER SCHOOL, INC.

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ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

OF

ACE ACADEMY CHARTER SCHOOL, INC.

A Florida Corporation Non Profit

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Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of incorporation.

ARTICLE I

The name of the corporation shall be ACE ACADEMY CHARTER SCHOOL, INC. (the "Corporation"). Said corporation is organized exclusively for charitable, educational and scientific purposes including for such purposes the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

ARTICLE II

The street address of the initial principal office of the Corporation shall be 606 5TH Way West Palm Beach, Florida 33407.

ARTICLE III

This corporation was specifically created, The purpose of ACE Academy Charter School is to provide a academically enriching learning environment for youth in grades K-6th. ACE Academies' goal is to provide a quality educational service in a innovative and effective manner. ACE Academies mission is to assist economically and educationally disadvantaged, at risk youth in successfully obtaining a quality education which also enriches there social and emotional individual growth by eliminating the current barriers to educational success for youth who are not currently succeeding in traditional school programs. Ace Academy will employ a team of professionals to address the students needs within and outside the school setting. Ace Academy belief is that all children can learn and achieve through shared collaboration of school professionals, community and family support.

The Corporation shall also be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations not for profit may be incorporated under Chapter 617, Florida Statutes, as amended and supplemented. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, 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

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furtherance of section 501(c)(3) purposes. 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. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

#### ARTICLE IV

The initial directors and officers shall be as hereinafter designated:

Rosa Robinson Beckett 241 Ivy Lakes Drive Jacksonville, Florida 32207	DIRECTOR
Agnetta Delancy 1874 NW 53rd Street Miami, Florida 33142	DIRECTOR
Ethel Caesar Lomax 113 South Atlantic Drive West Boynton Beach, Florida 33435	DIRECTOR
Michael Lomax 113 South Atlantic Drive West Boynton Beach, Florida 33435	DIRECTOR
Cecelia Wilcox 173 SW 2nd Court Deerfield Beach, Florida 33441	DIRECTOR
Bruce Patrick Saunders 606 6th Way West Palm Beach, Florida 33407	PRESIDENT
Denise Robinson Saunders 606 6th Way West Palm Beach, Florida 33407	VICE PRESIDENT
Nancy Lynn Cowart Givens 1621 Balfour Point Drive (Apt B) WPB, Florida 33411	SECRETARY
Maggie Watts 372 S. W. 10th Court Deerfield Beach, Florida 33441	TREASURER

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The succeeding officers and directors of the Corporation shall be elected in accordance with terms and conditions set forth in the bylaws for the Corporation.

#### ARTICLE V

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented.

Notwithstanding any provision contained in these articles, the corporation is required to distribute its income for each taxable year at the times and in the manner as not to subject the corporation to tax under section 4942 of the Internal Revenue Code. In addition, the Corporation shall not, during any period and to the extent it is a private foundation described in section 509 of the Internal Revenue Code, (a) engage in any act of self-dealing; (b) retain any excess business holdings; (c) make any investments in a manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code; or (d) make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

#### ARTICLE VI

The corporation shall be perpetual. Upon the dissolution of this non-profit 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 organizations as the court shall determine.

#### ARTICLE VII

The street address of the initial registered office of the Corporation is 606 6TH Way West Palm Beach, Florida 33407, and the initial registered agent of the Corporation at that address is Bruce Patrick Saunders.

#### ARTICLE VIII

The name and address of the incorporator for the Corporation Bruce Patrick Saunders, 606 6TH Way West Palm Beach, Florida 33407.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this June 2<sup>nd</sup>, 2003.

Mr. Bruce Patrick Saunders  
Bruce Patrick Saunders, Incorporator

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE

PURSUANT TO 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 ACE ACADEMY CHARTER SCHOOL, INC .
2. The name and address of the registered agent is: Bruce Patrick Saunders, 606 6TH Way West Palm Beach, Florida 33407.

3.

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.

*Bruce Patrick Saunders*  
Bruce Patrick Saunders, Registered Agent

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