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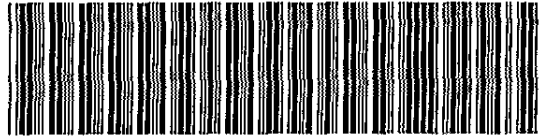
(Business Entity Name)

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06/26/03--01033--011 **78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓
H. H. H.

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Wellington Academy of the Palm Beaches, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Kelley Howsare
Name (Printed or typed)

9976 Royal Cardigan Way
Address

West Palm Beach, FL 33411
City, State & Zip

(561) 792-9933
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 1, 2003

KELLY HOWSARE
9976 ROYAL CARDIGAN WAY
WEST PALM BEACH, FL 33411

SUBJECT: WELLINGTON ACADEMY OF THE PALM BEACHES, INC.
Ref. Number: W03000018714

We have received your document for WELLINGTON ACADEMY OF THE PALM BEACHES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Ingram
Document Specialist
New Filings Section

Letter Number: 203A00039493

**THE ARTICLES OF INCORPORATION
OF
WELLINGTON ACADEMY
OF THE PALM BEACHES, INC.**

03 JUL -9 PM 4: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned
Corporation adopts the following Articles of Incorporation:

FIRST: The Name of the corporation is WELLINGTON ACADEMY OF THE
PALM BEACHES, INC. (the "Corporation").

SECOND: The Articles of Incorporation are as follows:

**ARTICLE I:
Name**

The name of this corporation, not for profit, shall be WELLINGTON
ACADEMY OF THE PALM BEACHES, INC., a non-profit Florida corporation, and its
principal office shall be located at 9976 Royal Cardigan Way, West Palm Beach, Florida,
33411.

**ARTICLE II:
Tax Exempt Purpose**

The Corporation is organized exclusively for one or more of the following
purposes:

1. Religious, charitable, scientific, literary, or educational purposes, as
specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as
amended (the "Code"), and shall not carry on any activities not permitted
to be carried on by an organization exempt from federal income tax under
Section 501(c)(3) of the Code.
2. To have as its primary purpose and function the presentation of formal
instruction, maintaining a regular faculty and curriculum, including a
regularly enrolled body of pupils or students in attendance at the location
where its educational activities are regularly performed, including but not
limited to primary, secondary, preparatory, and high school level
instruction.
3. To apply the income, and if the Corporation so decides, the principal, of
such property as the Corporation may from time to time possess, in aid of
the prior enumerated purposes, including the giving of such income and
principal to any other domestic or foreign charitable corporation,
association, organization or trust; provided, however, that any such
domestic or foreign corporation, association, organization or trust is
organized and operated exclusively for charitable, religious, educational or

scientific purposes within the meaning of Code Section 501(c)(3) or the corresponding provisions of any future federal tax code.

With respect to all of the prior enumerated purposes, however, the Corporation shall be subject to the following limitations and restrictions:

- a. 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 and to make payments and distributions in furtherance of the prior enumerated purposes. No 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 of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.
- b. 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 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 determine which are organized and operated exclusively for such purposes.
- c. For any period in which the Corporation is a private foundation within the meaning of Code Section 509(a), the Corporation shall also be subject to the following additional limitations:
 - (i) The Corporation shall distribute its income for each tax 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 Code, or the corresponding section of any future federal tax code.
 - (ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.

- (iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code.
- (iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code.
- (v) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the prior enumerated purposes, subject to such limitations as are provided by law.

ARTICLE III: Membership

The Corporation is a nonstock corporation and shall have no authority to issue any capital stock. The members of the Corporation shall be nominated and elected by the Founding members. The conditions and terms of membership in the Corporation shall be as stated in the By-Laws of the Corporation.

ARTICLE IV: Perpetual Existence

This corporation shall have perpetual existence.

ARTICLE V: Board of Directors

There shall be (8) members of the Board of Directors of the Corporation. The number of directors may be increased or decreased from time to time by the Board of Directors but the number of directors shall never be less than three (3). All directors of the Corporation shall be elected by the members of the Corporation.

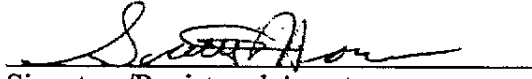
ARTICLE VI: By-Laws

The By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws of the Corporation or adopt new By-Laws shall be as provided in the By-Laws.

ARTICLE VII:

Initial Registered Agent

The name of the registered agent is Scott Howsare. Scott Howsare's address is:
9976 Royal Cardigan Way, West Palm Beach, Florida 33411. I HEREBY AM FAMILIAR WITH AND ACC
THE DUTIES AND RESPONSIBILITIES OF A
REGISTERED AGENT.


Signature/Registered Agent

6-24-03
Date

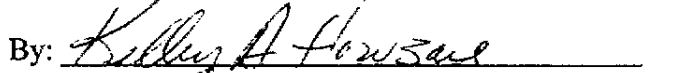
ARTICLE VIII:

Indemnification

The Corporation shall, to the fullest extent permitted by law as now or hereafter in effect, indemnify all persons whom it may indemnify. The indemnification provided by this Article shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the By-Laws of the Corporation, by agreement, vote of the members of disinterested directors of the Corporation or otherwise.

Signed this 24th day of June, 2003.

WELLINGTON ACADEMY OF THE PALM BEACHES, INC.

By: 
Kelley A. Howsare, Chairman Board of Directors
INCORPORATOR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA