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FLORIDA NON-PROFIT CORPORATION

Haines City Literacy Learning Academy, Inc.

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**ARTICLES OF INCORPORATION
OF
HAINES CITY LITERACY LEARNING ACADEMY, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under Chapter 617 of the laws of the State of Florida, applicable to corporations not for profit, under the following proposed charter:

**ARTICLE I.
NAME**

The complete legal name of this corporation shall be Haines City Literacy Learning Academy, Inc. (hereinafter called the "Corporation").

**ARTICLE II.
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and mailing address of the Corporation is 2800 Hornet Drive, Haines City, Florida 33844.

**ARTICLE III.
DURATION**

The term of existence of the Corporation is perpetual. The corporate existence shall commence with the signing of these Articles of Incorporation.

ARTICLE IV.

PURPOSE

This Corporation is organized and is to operate exclusively not for profit as a charter school to provide an education to individuals without regard to sex, race, color, creed or ethnic and national origin and such other purposes as the Board of Directors shall deem appropriate and which is lawful under the Florida Not For Profit Corporation Act.

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For such purposes, and operating without profit, and in the manner stated, the Corporation shall have the power to:

- A. Engage in any and all activities which may be deemed necessary or appropriate for the proper and successful attainment of the objects and purposes for which this Corporation was created.
- B. Solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute or otherwise; to own, hold, operate and administer or dispose of real and personal property, both in this state and all other states, territories and dependencies of the United States and generally to do all things necessary and proper to accomplish the purposes herein stated and permitted to like non-profit corporations by law.
- C. Provided further, that:
 - 1. Assets or property held in trust for the Corporation or by the Corporation for its corporate purposes as herein stated shall be segregated and identified as being so held, and shall not be held without disclosure of the fiduciary capacity in which they are held.
 - 2. The Corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.
 - 3. The Corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Code as now enacted, or as it may hereafter be amended.
 - 4. In the event of the dissolution of this Corporation, any assets of said Corporation then remaining shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profits of the Corporation are distributable to, or inures to the benefit of, its directors or officers; provided however, reasonable compensation as set by the Board of Directors may be paid for services rendered to or for the Corporation. No substantial part of the

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activities of the Corporation shall involve lobbying, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in 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 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 by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V.
BYLAWS

Except as otherwise provided therein, the Bylaws of this Corporation shall be made, altered and rescinded by a two-thirds majority vote of the Board of Directors voting at any regular Board of Directors meeting or at a special meeting called for that purpose.

ARTICLE VI.
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors and by such other officers of the Corporation as the Corporation may hereafter see fit to name and designate. The number of Directors may be established from time to time by the Bylaws of the Corporation, but shall never be less than three (3) voting members or more than ten (10) voting members. The initial Board of Directors shall consist of six (6) Directors. The initial Board of Directors consisting of six (6) Directors shall be composed of those persons hereinafter named:

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Thomas F. Broadaway
24 Nottingham Way
Haines City, Florida 33844

Ersley Johnson, Jr.
1010 Bates Road
Haines City, FL 33844

Alfred (Fred) Ryder, III
101 Woodland Drive
Haines City, FL 33844

Mrs. Myrna Malave
P.O. Box 450566
Kissimmee, FL 34745

Tracy N. Bryant
100 Lem Carnes Road
Davenport, Florida 33837

Linda Pilkington
c/o Haines City Literacy Learning Academy
2800 Hornet Drive
Haines City, FL 33844

Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held. The method of election of Directors shall be set forth in the Bylaws.

ARTICLE VII.
INCORPORATOR

The name and address of the incorporator is as follows:

David D. Hallock, Jr.
GrayRobinson, P.A.
One Lake Morton Drive
Lakeland, Florida 33801

ARTICLE VIII.
MEMBERSHIP

The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights, privileges and responsibilities of members shall be set forth in the Bylaws.

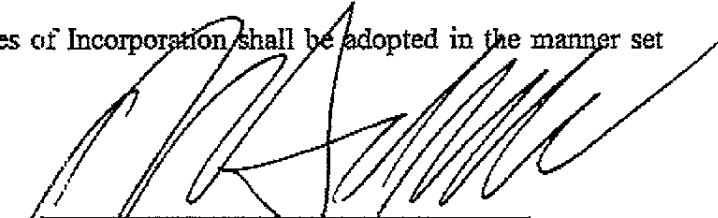
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**ARTICLE IX.
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is One Lake Morton Drive, Lakeland, Florida 33801 and the name of the Corporation's initial registered agent at that address is David D. Hallock, Jr.

**ARTICLE X.
AMENDMENTS**

Any amendments to these Articles of Incorporation shall be adopted in the manner set forth in the Bylaws.

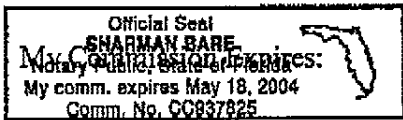



David D. Hallock, Jr., Incorporator

STATE OF FLORIDA
COUNTY OF POLK

THE FOREGOING INSTRUMENT was acknowledged before me this 30th day of January, 2004, by DAVID D. HALLOCK, JR., who is personally known to me or who has produced a Florida driver's license as identification, and who did not take an oath.

(Affix Notary Seal)





NOTARY PUBLIC

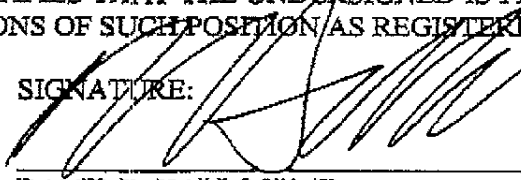
(Type or Print Name of Notary)

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ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREED TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

SIGNATURE:



DAVID D. HALLOCK, JR.

DATE: January 30, 2004

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