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FLORIDA NON-PROFIT CORPORATION

Higher Learning For the Mentally Disadvantaged Inc.

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**ARTICLES OF INCORPORATION
OF
Higher Learning For the Mentally Disadvantaged Inc.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not-for-Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **Higher Learning For the Mentally Disadvantaged Inc.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
164 Kensington Way, Royal Palm Beach, Florida 33414

ARTICLE III PURPOSES

The specific purpose for which the corporation is organized is: The corporation will provide a community of mentors that will focus on building relationships and assisting the disadvantaged. Our volunteers will utilize their professional and personal experience from various industries. They form relationships with the participants and act as a role model. The mentor and mentee theory has documented historical facts indicating the success of the methodology. The success of the company will give relief to local, state and governmental agencies.

The company is organized exclusively for charitable, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distributions of statements) and political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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Upon the dissolution of the organization, 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization of organizations, as said Court shall determine, which are organized and operated exclusively for such purposes

ARTICLE IV INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is: Norman Edney, 164 Kensington Way Royal Palm Beach, Florida, 33414. Located in the County of Broward

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Business Filings Incorporated, Mark Schiff, 8025 Excelsior Dr., Suite 200, Madison, WI 53717

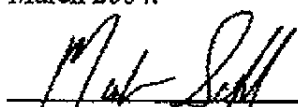
ARTICLE VI DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, 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 organization is then located, exclusively for such purposes.

ARTICLE VII MANNER OF ELECTING DIRECTORS

The method of election of directors is as stated in the bylaws.

The undersigned incorporator has executed these Articles of Incorporation this 11th day of March 2004.


Business Filings Incorporated
Mark Schiff, AVP

Higher Learning For the Mentally Disadvantaged Inc.

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P.04/04

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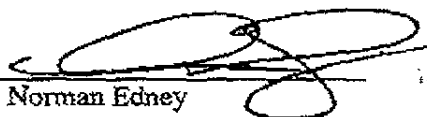
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The document was prepared by:

Mark Schiff, 8025 Excelsior Dr., Suite 200, Madison, WI 53717. (608) 827-5300.

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.

Signature:


Norman Edney

Date: March 11, 2004

Higher Learning For the Mentally Disadvantaged Inc.

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