

**Electronic Articles of Incorporation
For**

N04000005265
FILED
May 26, 2004
Sec. Of State
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CHALLENGE ACADEMY INC.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

CHALLENGE ACADEMY INC.

Article II

The principal place of business address:

11756 CHERRY BARK DRIVE EAST
JACKSONVILLE, FL. US 32218

The mailing address of the corporation is:

11756 CHERRY BARK DRIVE EAST
JACKSONVILLE, FL. US 32218

Article III

The specific purpose for which this corporation is organized is:

TO PROVIDE EDUCATIONAL SERVICES INCLUDING A CHALLENGING
CURRICULUM AND AFTERSCHOOL TUTORING.

Article IV

The manner in which directors are elected or appointed is:

AS SET FORTH IN BYLAWS

Article V

The name and Florida street address of the registered agent is:

JOHNNY F SMILEY
11756 CHERRY BARK DRIVE EAST
JACKSONVILLE, FL. 32218

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: JOHNNY F. SMILEY

Article VI

The name and address of the incorporator is:

JOHNNY F. SMILEY
11756 CHERRY BARK DRIVE EAST
JACKSONVILLE, FLORIDA 32218

Incorporator Signature: JOHNNY F. SMILEY

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
JOHNNY F SMILEY
11756 CHERRY BARK DRIVE EAST
JACKSONVILLE, FL. 32218 US

Title: VP
MARGIE SHANNON
11223 PLUMBRIDGE LANE
JACKSONVILLE, FL. 32218 US

Title: S
DEBORAH MOORE
6850 CHAMPLAIN ROAD
JACKSONVILLE, FL. 32218

Title: T
MATTHEW A SMILEY
2750 OLD ST. AUGUSTINE ROAD #T208
TALLAHASSEE, FL. 32301 US

Article VIII

The effective date for this corporation shall be:

05/21/2004