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**FILED**

2004 JUL 23 P 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

 7/23/✓

**Grace Charter School, Inc.**  
8815 Conroy-Windermere Road, #139  
Orlando, Florida 32835

July 20, 2004

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

Dear Division of Corporations:

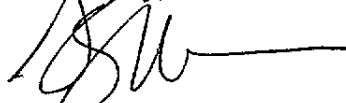
Enclosed please find the Articles of Incorporation for **Grace Charter School, Inc.**, a nonprofit corporation, along with a copy of the By-Laws for our organization.

Also enclosed is the payment for the filing fees, certificate of status and a certified copy, in the amount of \$87.50.

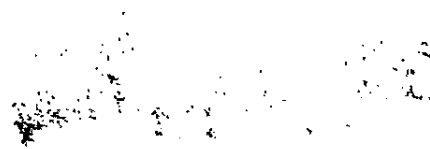
Please return the certificate of status and certified copy to the corporate address listed above.

Thank you for your attention to this matter. If you have any additional questions, please do not hesitate to give us a call at 407-523-5005.

Sincerely,

A handwritten signature in black ink, appearing to read 'TW', followed by a horizontal line extending to the right.

Tina Wheeler  
Incorporator

A cluster of faint, illegible handwritten marks or a stamp located in the bottom right corner of the page.

**ARTICLES OF INCORPORATION**  
**OF**  
**GRACE CHARTER SCHOOL, INC.**

**A NON-PROFIT CORPORATION**

**FILED**  
2004 JUL 23 P 3 08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporation:

ONE: The name of this corporation is **Grace Charter School, Inc.**

TWO: The principal office and mailing address of this corporation is as follows:

8815 Conroy-Windermere Road, #139 Orlando, Florida 32835

THREE: The specific purposes for which this corporation is organized are charitable purposes, including but not limited to, K-12 charter school with provision of educational services to youth such as an educational program curriculum, tutoring, after-school programs, summer camps, education enhancement, college-preparatory service and scholarship program; and other associated and necessary social services as human needs may require.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

FOUR: The number of initial directors of this corporation is three (3). These directors were elected in the organizational meeting of **Grace Charter School, Inc.** in the manner stated in the organization's By-Laws. The names and addresses of the initial directors are as follows:

- 1) Tina Wheeler, 926 Croton Road, Celebration, Florida 34747
- 2) Adrienne Jackson, 926-B Croton Road, Celebration, Florida 34747
- 3) Bruce Smith, 3037 Holland Drive, Orlando, Florida 32825

FIVE: The Registered Agent of this corporation is as follows:

Tina Wheeler, 926 Croton Road, Celebration, Florida 34747

SIX: The name and address of the Incorporator to these Articles of Incorporation is as follows:

Tina Wheeler, 926 Croton Road, Celebration, Florida 34747

SEVEN: The period of duration of this corporation is perpetual.

EIGHT: Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

NINE: No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

TEN: No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation 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 these Articles.

ELEVEN: Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

TWELVE: In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

THIRTEEN: The Articles of Incorporation may be amended only by a two-thirds (2/3rds) majority vote of the Board of Directors in place at the time of the amendment.

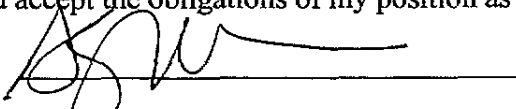
The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true:



Tina Wheeler, Incorporator

Date: 07/20/04

Having been named as registered agent and to accept services 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 am familiar with and accept the obligations of my position as registered agent:



Tina Wheeler, Registered Agent

Date: 07/20/04

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