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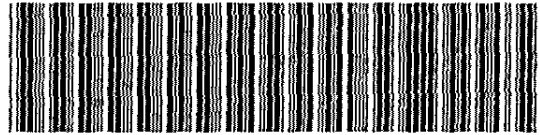
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08/24/04

TRANSMITTAL LETTER

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

SUBJECT: Cornerstone Educational Solutions 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: Demetris Harris
Name (Printed or typed)

7671 S. Treetop Circle
Address

Jacksonville, FL 32244
City, State & Zip

904-908-0687
Daytime Telephone number

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

ARTICLES OF INCORPORATION
FOR
Cornerstone Educational Solutions Inc.
Preamble

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DIVISION 2000
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We, the undersigned incorporators of Cornerstone Educational Solutions Inc., mindful of our purpose in order that this body may be governed in an orderly manner, consistent with the principles of a self-governing body, inherent rights of the Articles of Incorporation, do declare and establish this constitution. Notice is hereby given that the undersigned incorporators are U.S. Citizens of full age, having voluntarily associated themselves for the purpose of forming a not-for-profit corporation without capital stock in accordance under the laws of the State of Florida under the provision of chapter 617, providing for the formation, liability, rights, privileges, and immunities of a not-for-profit corporation. This corporation shall exist exclusively for educational and charitable purposes as defined in the Section 501c3 of the Internal Revenue Code of 1954.

ARTICLE I
Corporate Name and Legal Status

This corporation shall be known as
"Cornerstone Educational Solutions Inc."

ARTICLE II
Corporate Existence

The existence of this corporation shall be perpetual.

ARTICLE III
Principle Place of Business and Mailing Address

The principle place of business and mailing address shall be: 7671 S. Treetop Circle;
Jacksonville, FL 32244

ARTICLE IV
Corporate Stock

This corporation shall be without capital stock.

ARTICLE V
Corporate Purpose and Powers

Cornerstone Educational Solutions Inc. is a nonprofit charitable and educational organization whose purpose is to aid, educate, mentor and develop disadvantaged individuals and families towards a life of self-sufficiency and ultimately the revitalization of our communities. This corporation shall also exist to (but not limited to):

- Expand and provide mentoring, educational tutoring, social and life skills training to youth and adults.
- Provide positive redevelopment of families, youth and the elderly within our community.
- Provide services that will bring health awareness, moral development and economic empowerment to our communities.
- Provide business resources and training for new and existing entrepreneurs.
- Offer students assistance in the form of tuition scholarships, books, materials and material needs.

As a means of accomplishing the above purposes and methods, the Corporation shall have the following powers:

- (a) To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature of description and wherever situated.
- (b) To sell exchange, convey, mortgage, lease transfer or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.
- (c) To borrow monies, and, from time-to-time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, monies borrowed or in payment for secure payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.
- (d) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property real and personal, as it shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not conflict with the provisions of 501©(3) of the internal revenue of 1986 an applicable regulations thereunder, as they now exist or as they may be amended.

ARTICLE VI

Management of Corporate Affairs and Elections

The powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of a board of Directors, which shall have four (4) Directors initially, which shall act in accordance with the bylaws of this corporation. The number of Directors may be increased or decreased from time to time by a majority of the Board of Directors, but at no time shall there be fewer than (3) Directors of the Corporation. This corporation may adopt an advisory board whose members shall have no voting privileges or liability, but shall exist for the sole purpose of providing advice for the benefit of this corporation. All Directors and employees shall be indemnified against actions arising out of judicial proceeding against this organization. This corporation reserves the right to retain any legal, accounting and professional services to insure accountability and integrity in its business affairs. Directors shall be elected during annual meetings wherein a two-thirds presence of the Board shall constitute a quorum.

ARTICLE VII

Initial Board of Directors

The following are the names and addresses of the initial Board of Directors of this corporation.

Demetris Harris- President
7671 S. Treetop Circle
Jacksonville, FL 32244

Stephanie Harris- Vice- President
7671 S. Treetop Circle
Jacksonville, FL 32244

Laura Buchanan- Secretary
7667 Jana Lane S.
Jacksonville, FL. 32210

James Kelly- Treasurer
8044 Colonnade Ct. E.
Jacksonville, FL 32244

ARTICLE VIII

Dissolution

In the event of dissolution of this corporation, or in the case that it shall cease to carry out the objects and purpose herein set forth, all of the business, property and assets of the Corporation shall go and be distributed to a nonprofit corporation qualifying as an organization exempt under the provisions of Sections 501©(3) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, as the directors of the Corporation may select and designate; and in no event shall any of the said assets or property, in the event of dissolution thereof, be distributed or contributed by such directors, for any other such purpose. Any of such assets not so disposed of, shall be disposed by the District Court of the County on which the principle 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.

ARTICLE IX

Miscellaneous

Notwithstanding any other provisions of these Articles to the contrary herein, in the conduct of the affairs of the Corporation:

- (a) The Corporation shall neither have nor exercise any power, nor engage directly in any activity, that would invalidate it status:
 - 1. As a corporation which is exempt from income taxation as an organization described in Section 501c(3) of the Internal Revenue Code 1986 (or the corresponding provision of any future United States Internal Revenue law); or
 - 2. As a corporation contributions to which are deductible under Section 170©(2) of the Internal Revenue Code of 1986) or the corresponding provision of any future United States Internal Revenue Law.)
- (b) The property of the Corporation is irrevocably dedicated to religious, educational and charitable purposes, and no part of the net earnings of the corporation shall

inure to the benefit of or be distributed to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered pertinent to it and to make payments and distributions in furtherance of the purposes set forth in these articles.

(c) No substantial part of the activities of the Corporation shall consist of carry on propaganda, or otherwise attempting to influence legislature; no shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; no shall the corporation engage in activities that are unlawful under applicable federal, state, or local laws.

(d) The corporation shall not:

- (1) operate for the purpose of carrying on a trade or business of profit;
- (2) accumulate income, invest income, or diver income, in a manner endangering its exempt status; or
- (3) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the corporation.

(e) The corporation's operations are to be conducted principally in the United States of America; the corporation may conduct operations in foreign countries, subject, however, to the laws of the State of Florida.

ARTICLE X

Amendments

Amendments to these Articles of Incorporation may be adopted by a majority of the directors in the manner set forth in the Bylaws of the corporation.

ARTICLE XI

Incorporators

The following is the name and address of the incorporator of these Articles of Incorporation:

Demetris Harris
7671 S. Treetop Circle
Jacksonville, Fl 32244

ARTICLE XII

Initial Registered Agent

The name of the Registered Agent is:

**Demetris Harris
7671 S. Treetop Circle
Jacksonville, FL 32244**

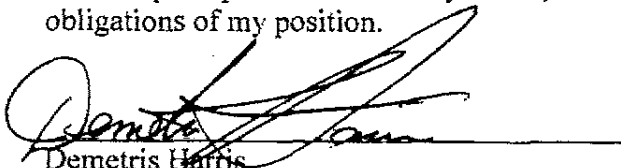
Acceptance of Appointment of Registered Agent

for

Cornerstone Educational Solutions Inc.

Having been named as registered agent, and to accept service of process of the above named 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.


Demetris Harris
Registered Agent Incorporator

8/29/04
Date

04 AUG 24 PM 2:01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE REGISTRATION