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November 12, 2004

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**Re: Princeton House Academy, Inc.**

Dear Sir or Madam:

Enclosed herewith are the original and one copy of the Articles of Incorporation of the referenced non-profit corporation, together with a check in the amount of \$70.00.

Please file the original and return the copy with the filing information stamped thereon as well as the Certificate to the undersigned at the address above.

If there are any questions, please be so kind as to call me collect.

Sincerely,



Richard D. Baxter, Esq.

RDB/clm  
Enclosures

cc: Ms. Beverly A. Cox

ARTICLES OF INCORPORATION  
OF  
PRINCETON HOUSE ACADEMY, INC.

The undersigned, a natural person competent to contract, desiring to form a corporation not for profit pursuant to the provisions of Chapter 617, Florida Statutes, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I  
CORPORATE NAME

The name of this Corporation shall be:

Princeton House Academy, Inc.

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ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is: 1166 Lee Road, Orlando, Florida 32810.

ARTICLE III  
PURPOSES

This Corporation is organized and shall be operated exclusively for charitable, literary, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Internal Revenue Code").

The general nature of the objectives and purposes for which this Corporation is formed are: to advance the education and general welfare of children with special needs, specifically autism spectrum disorder, who have learning disabilities of a perceptual, conceptual, or coordinative nature or related problems, and to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, literary, educational and/or scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as they now exist or they may hereafter be amended.

This Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation described in Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation described in Section 170(c)(2) of the Internal Revenue Code.

This Corporation shall have and may exercise any all of the powers conferred upon corporations not for profit by Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act, as the same may hereafter be amended.

**ARTICLE IV**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE V**  
**BOARD OF TRUSTEES**

Except as otherwise provided by or in accordance with the Bylaws, the business and affairs of this Corporation shall be managed by its Board of Trustees. The initial Board of Trustees shall consist of four (4) members. The names and addresses of the members of the first Board of Trustees are:

Beverly A. Cox	2532 Waterview Place Windermere, Florida 34786
Louis C. McGill	115 Longbranch Road Winter Park, Florida 32792
Dorothy Y. McGill	115 Longbranch Road Winter Park, Florida 32792
Carol B. Tucker	4832 Fairview Avenue Orlando, Florida 34786

The members of the First Board of Trustees (who shall also be members of this Corporation) shall hold office until their respective successors are elected and qualified as provided in the Bylaws of this Corporation. The number of Trustees of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Trustees until that number is changed by or in accordance with the Bylaws of this Corporation, but shall never be less than three (3).

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of this Corporation is: 2532 Waterview Place, Windermere, Florida 34786. The name of the initial Registered Agent of this Corporation at that address is Beverly A. Cox.

ARTICLE VII  
INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Beverly A. Cox and her street address is 2532 Waterview Place, Windermere, Florida 34786.

ARTICLE VIII  
MEMBERS

The classes of and qualifications for members of the Corporation and the manner of their admission and termination shall be regulated by the Bylaws of the Corporation.

ARTICLE IX  
BYLAWS

The Board Of Trustees shall adopt Bylaws consistent with these Articles of Incorporation. The Bylaws may be altered, rescinded or added to, or new Bylaws may be adopted as provided in the Bylaws.

ARTICLE X  
DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to the purposes of the Corporation and no part of the net income or assets of the Corporation shall ever inure to the benefit of any trustee, director, officer or member thereof, or to the benefit of any private individual. Upon the dissolution of this Corporation, all assets remaining on hand, after the payment of and/or making provision for the debts, expenses and liabilities of the Corporation, shall be distributed to any organization as shall be selected by the Board of Trustees of this Corporation and which is described in Section 501(c)(3) of the Internal Revenue Code, or in the similar provisions of any future Federal revenue law.

The private property of the incorporator, trustees, officers or members of this Corporation shall not be subject to payment of the Corporation's debts in any event or to any extent whatsoever.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming this corporation not for profit under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 12th day of November, 2004.

Beverly A. Cox  
Beverly A. Cox, Incorporator

PRINCETON HOUSE ACADEMY, INC.  
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE

The undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent of the Corporation in the State of Florida:

1. The name of the Corporation is: Princeton House Academy, Inc.
2. The name and address of the Registered Agent and Registered Office of the Corporation is: Beverly A. Cox, 2532 Waterview Place, Windermere, Florida 34786.

Princeton House Academy, Inc.

By: Beverly A. Cox  
Beverly A. Cox, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named the Registered Agent of Princeton House Academy, Inc., 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, including Florida Statutes Section 617.0503, and I am familiar with and accept the obligations of my position as Registered Agent.

Beverly A. Cox  
Beverly A. Cox, Registered Agent  
Dated: November 12, 2004.

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