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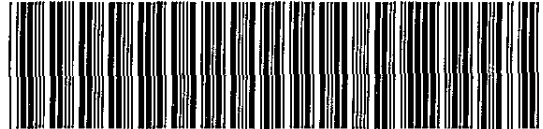
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 SEP 27 A 8:15

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9-27-05

**ARTICLES OF INCORPORATION
OF
MARYLYNN ACADEMIC CENTER, INC.**

FILED
ON SEP 27 A 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be **MARYLYNN ACADEMIC CENTER, INC.**

ARTICLE II

The principal office of this corporation shall be **219 SOUTH MALCOLM STREET
QUINCY, FLORIDA 32351**

ARTICLE III

The general nature of the objects and purposes of this corporation shall be:

- A. Marylynn Academic Center, INC. is organized as an Educational and training facility exclusively for **CHARITABLE AND EDUCATIONAL** purposes within the meaning of section 501(C) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. This organization is not organized for the private gain of any person. It is organized under the **NON-PROFIT CHARITABLE AND EDUCATION CORPORATION LAW** exclusively for religious, charitable and educational purpose.
- B. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(C)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- C. The specific purpose of this corporation is to create and enhance educational, social and economic opportunities and development in communities located in Gadsden County, Florida and throughout the state of Florida.
- D. To acquire title to real property and personal property either by purchase, gift or otherwise as owned in fee simple.
- E. To buy, own, hold, contract, improve, mortgage, rent, lease, sell, convey, and otherwise acquire and dispose of real, personal, or mixed property or any rights, interest, or any estate therein as owner or otherwise.
- F. To construct, build, repair, maintain, operate, and lease buildings or other improvements on property owned or controlled by said corporation.
- G. To borrow money and contract debts, issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at specific time or event, whether secured by mortgage, pledges or otherwise, secured for money borrowed or in payment for property purchased or acquired or any other lawful object or objects.
- H. That the said corporation shall be govern by the By-Laws established by the Corporation and all its property both real and personal shall be subjects to these By-laws, as are now or shall be from time to time be established, made and declared by the lawful authority of the said corporation.

ARTICLE IV

MEMBERSHIP

The membership of this corporation shall constitute all persons hereinafter named as Subscribers and Directors and other persons as from time to hereafter, may become members, in the manner provided in the By-laws of the **MARYLYNN ACADEMIC CENTER, INC.**

ARTICLE V

BOARD OF DIRECTOR

The Board of Directors shall manage the business affairs of this corporation. The Board of Directors shall be members of the corporation. Members of the board of Directors shall be elected and hold office in accordance with the By-laws. There shall be at least three but not more than seven Directors.

The name and addresses of the three persons who are to serve as Directors for the ensuing year or until the meeting of the corporation are:

**TIMOTHY S. GREEN
575 DEERWOOD CIRCLE
QUINCY, FLORIDA 32352**

**KRISTIN A GREEN
2725 OAK PARK COURT
TALLAHASSEE, FLORIDA 32308**

**JESSICA L. GREEN
575 DEERWOOD CIRCLE
QUINCY, FLORIDA 32352**

The board of Directors of this corporation may adopt such By-laws for the conduct of this business and the carrying out of its purpose as it deem necessary from time to time. Said business also shall conform with the provision of Section 501(C) (3) of the Internal Revenue code of 1986 as amended which sets out the regulation of activities for a non-profit corporation.

ARTICLE VI

AMENDMENT TO ARTICLES OF INCORPORATION

These articles of incorporation may be amended by a majority vote of those present at a special meeting of the membership duly noticed for that purpose.

ARTICLE VII

BYLAWS

The By-laws of this corporation shall may be approved, enacted, authorized declared and amended, from time to time, by the a majority vote of those present at a meeting duly call meeting for these purposes. No By-laws inconsistent with the provision of the Incorporation shall be adopted.

The members of this corporation shall be the members of the Local Community and other bodies as local law permits or require.

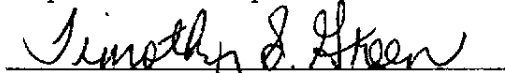
The Directors may authorize the creation of local members in various localities who have the right to vote and participate in the corporation in accordance with local and/or state-wide rules and regulations or Bylaws of the membership as established from time to time.

ARTICLE VIII

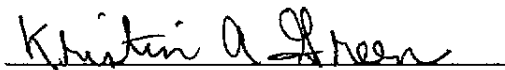
DISPOSITION UPON DISSOLUTION

If for any reason this corporation shall cease to exist as a legal entity and its Charter shall expire or terminate, the title to all property, both real and personal shall be vested in the board of Directors of the **MARYLYNN ACADEMIC CENTER, INC.** Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated charitable, educational or religious purposes and which has established its tax exempt status under IRC Section 501(C)(3) and 170(C) (2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

IN WITNESS WHEREOF WE, the undersigned Subscribers, Directors have hereunto set our hand this 21ST day of September 2005, for the purpose of forming this corporation not for profit under the laws of the state of Florida.



TIMOTHY S. GREEN



KRISTIN A. GREEN



JESSICA L. GREEN

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned being at least a majority of the incorporators of Marylynn Academic Center, Inc. hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is

Irene L. Green

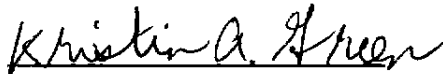
575 Deerwood Circle

Quincy, Florida 32352

IN WITNESS WHEREOF, we the undersigned subscribers to these Articles of Incorporation, have set our hands and seals this 21st day of September, 2005.



TIMOTHY S. GREEN



KRISTIN A. GREEN



JESSICA L. GREEN

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ACCEPTANCE OF APPOINTMENT

The undersigned Irene L. Green, named herein as the statutory agent for Marylynn Academic Center hereby acknowledges and accepts the appointment of statutory agent for said entity.



Irene L. Green