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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3:44pm OCT 10 2005

COVER LETTER

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

SUBJECT: Prepare America, 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: Pamela L. Whitelock
Name (Printed or typed)

2714 Country Club Dr
Address
Lynn Haven, FL 32444
City, State & Zip

850 271-3736 or
Daytime Telephone number
271-4741

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

**ARTICLES OF INCORPORATION
OF
Prepare America, Inc.**

The undersigned, acting as an incorporator in compliance with Chapter 617, Florida Statutes, (Not for Profit), hereby adopts and executes the following Articles of Incorporation. With the exception of the designation and identification of Class A Directors and Officers as specified in Articles IV and V, as well as the location of the principal place of business specified in Article II, Prepare America, Inc. reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors called expressly for that purpose.

**ARTICLE I
NAME**

The name of the corporation shall be Prepare America, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business (corporate headquarters/national office) of Prepare America, Inc. is perpetually located in Bay County, Florida, except as may be necessary for relocation due to functional incapacitation or relinquishment as defined in the Bylaws. The initial street address of Prepare America, Inc. shall be 2714 Country Club Drive, Lynn Haven, FL 32444. The initial mailing address of Prepare America, Inc. shall be P. O. Box 1840, Lynn Haven, FL 32444-1840. The street address and/or mailing address of Prepare America, Inc. may change as the Board of Directors may from time to time determine. Prepare America, Inc. may have regional and/or state offices outside its national office in Bay County at such place or places as the Board of Directors may from time to time determine.

**ARTICLE III
PURPOSE**

The purposes for which Prepare America, Inc., a not for profit corporation, is organized are:

1. Educational.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Elaborating, the mission of Prepare America, Inc. is to deploy the collective of America's community colleges as a unified resource to provide training and education that help ensure the United States is well prepared to address critical national issues in a global context. Goals specify that Prepare America, Inc.:

- (a) effectively and efficiently functions as a collective national resource, an alliance of community and technical colleges whose practitioners work collaboratively as a conduit to deliver training and education to meet critical national needs;
- (b) reflects collaborative community college training/education responses to national opportunities, challenges, threats, and imperatives derived from a global perspective, and they exemplify current and emerging best practices, including attention to standards, assessment, and credentialing;
- (c) informs policy makers and stakeholders as to the capacity of community colleges to help define and resolve issues impacting the future of the country, its communities, and its citizens;
- (d) advances the role that America's community colleges may play as ambassador and resource to emerging democracies and American allies worldwide.

Thus, on a perpetual basis, Prepare America, Inc. intends to establish, maintain, support, and/or further programs related to this charitable purpose.

2. Prepare America, Inc. intends to engage in any other lawful activity that may hereafter be authorized from time to time by the Board of Directors; provided, however, that the purposes for which the corporation is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code"), including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE IV MANNER OF ELECTION

The management of all the affairs, property, and interests of Prepare America, Inc. shall be vested in its Board of Directors consisting of at least ten (10) persons and no more than any maximum number that may be specified by the Bylaws of Prepare America, Inc. The Board of Directors shall be comprised of educators and others recognized as experts in the areas of Prepare America, Inc. operations, experts who simultaneously are recognized as community/civic leaders. The Board of Directors shall consist of and be divided into three classes (Class A, Class B, and Class C). Class A Directors are those ten incorporating Directors (Founders/Founding Directors) named herein, who have been appointed, whose term is perpetual, and

whose term began when the Board of Directors officially assumed office at its organizational meeting May 26, 2005. Class B Directors are those elected to fill Class A Director vacancies caused by resignation, permanent incapacitation, or death. All vacancies in Class A Directors may be immediately filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum. The term of office of Class B Directors is three years from the next annual meeting following election to the Board of Directors. Class C Directors are those elected by Class A Directors at any meeting of the Board of Directors. The manner of nomination and election is defined in the Bylaws. The term of office of Class C Directors shall expire three years from the next annual meeting following election to the Board of Directors. All vacancies in Class B and Class C Directors, whether caused by resignation, permanent incapacitation, death, or otherwise, may be filled immediately by the affirmative vote of the majority of the remaining Directors, though less than a quorum. A Director elected to fill any vacancy in Class B and Class C Directors shall hold office for the unexpired term of his or her predecessor and until a successor is elected. The maximum number of Directors specified in the Bylaws may be increased or decreased at any time by amendment to the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. In addition to the powers and authorities expressly conferred upon it by these Articles of Incorporation and the Bylaws, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or the Bylaws otherwise prohibited. Members in Prepare America, Inc. are defined in the Bylaws.

ARTICLE V
INCORPORATING DIRECTORS (FOUNDERS/FOUNDING DIRECTORS)
AND
OFFICERS (EXECUTIVE COMMITTEE)

The incorporating Class A Directors (Founders/Founding Directors) of Prepare America, Inc. are as follows:

Jon James Alexiou
11450 SW 92nd Court
Miami, FL 33176

George Coxey
P. O. Box 305
Stony Ridge, OH 43463

Gloria Crawford
108 Joy Circle
Panama City, FL 32405

William J. Flynn
2556 Navarra Drive
Carlsbad, CA 92009

Charles Robert Hammonds, Jr.
126 Meadow Brook Terrace
Hazard, KY 41701

Daryl Hood Johnston
5323 NW 94th Way
Gainesville, FL 32653

Ted P. Phillips
4728 Saint Lawrence Rd.
Fort Worth, TX 76103-1144

Bryan D. Renfro
P. O. Box 5146
2 Garland Lane
Bella Vista, AR 72714

Samuel Thomas Rhodes
2501 Woodchester Court
Raleigh, NC 27613

Pamela L. Whitelock
2714 Country Club Drive
Lynn Haven, FL 32444

Class A Directors sustain perpetual roles as Primary Officers of the Prepare America, Inc. Board of Directors. Primary Officers are those whose titles may begin with one or more of the following distinctions: Chairman of the Board, Vice Chairman of the Board, President, Vice President, Secretary, Treasurer, or Parliamentarian; the maximum number of Primary Officers is specified in the Bylaws. Though Class A Directors serve as Primary Officers on a perpetual basis, the maximum number of Primary Officers may be increased or decreased at any time by amendment to the

Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Primary Officer. For all Directors serving as Primary Officers (perpetual or otherwise), the titles, responsibilities, duties, terms of office, and election are specified in the Bylaws and may change as prescribed in the Bylaws. The titles, responsibilities, duties, terms of office, and elections for Secondary Officers are prescribed in the Bylaws and may change as prescribed in the Bylaws, as are the titles, responsibilities, duties, terms of office, and elections for the Executive Committee, and changes thereto. The initial Primary Officers, who constitute the first Executive Committee of Prepare America, Inc. are as follows (listed alphabetically, with addresses provided above):

Jon James Alexiou, Vice President, New Initiatives

George Coxey, Vice President, Records and Research

Gloria J. Crawford, Vice President, Finance

William J. Flynn, Vice President, Sponsor Interface

Charles Robert Hammonds, Jr., Chairman of the Board

Daryl Hood Johnston, Vice President, Homeland Security Initiative

Ted P. Phillips, Vice Chairman of the Board

Bryan D. Renfro, Vice President, Governmental Relations and Parliamentarian

Samuel Thomas Rhodes, Vice President, Partner Relationships

Pamela L. Whitelock, President

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name, address, and title of the registered agent for Prepare America, Inc., who also is an officer of the Prepare America, Inc. Board of Directors and authorized to execute the Articles of Incorporation document is:

Pamela L. Whitelock
2714 Country Club Drive
Lynn Haven, FL 32444
President, Prepare America, Inc.

ARTICLE VII
INCORPORATOR

The name, address, and title of the Incorporator (on behalf of the Prepare America, Inc. Board of Directors) is:

Pamela L. Whitelock
2714 Country Club Drive
Lynn Haven, FL 32444
President, Prepare America, Inc.

ARTICLE VIII
ADDITIONAL PROVISIONS

Effective date: The effective date for Prepare America, Inc. is May 26, 2005.

Prepare America, Inc. shall have the power to do all lawful things necessary, appropriate or desirable to carry out and in furtherance of its purposes described herein that are consistent with Chapter 617, F.S. and Section 501(c)(3) of the Code.

The power to alter, amend, or repeal the Bylaws of Prepare America, Inc. or adopt new Bylaws shall be solely vested in the Prepare America, Inc. Board of Directors.

No substantial part of the activities of Prepare America, Inc. shall be devoted to attempting to influence legislation by propaganda or otherwise, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

The Board of Directors will participate in the programs, services, and activities of Prepare America, Inc.

Prepare America, Inc. shall have no capital stock, and no part of the net earnings of the corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, director, or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code, except that the Prepare America, Inc. shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes of Prepare America, Inc. stated herein.

Prepare America, Inc. intends to receive most of its financial support from continuous solicitation of government agencies and other public charities, as well as from charges paid for services rendered and subscriber fees from the broad cross-section of citizens served by and through the Prepare America Inc. Network.

If Prepare America, Inc. is dissolved, any assets remaining will be distributed to another corporation serving a similar purpose and qualifying as a tax-exempt charitable organization under the provisions of 501(c)(3) of the Internal Revenue Code.

Having been named as the officer of the Prepare America, Inc. Board of Directors to serve as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

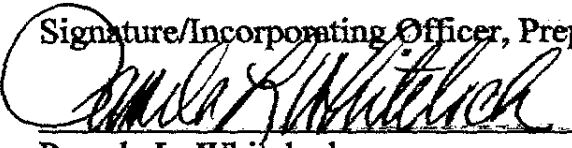
Signature/Registered Agent


Pamela L. Whitlock

Date:

May 30, 2005

Signature/Incorporating Officer, Prepare America, Inc, Board of Directors


Pamela L. Whitlock

Date:

May 30, 2005