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TALLAHASSEE, FLORIDA

**Frazer
Hubbard
Brandt
&
Trask
Yacavone**

L.L.P.
Attorneys At Law

JOHN G. HUBBARD
MARK W. BRANDT
* THOMAS J. TRASK
* JAMES L. YACAVONE, III
* SHAUNA E. MORRIS
R. TODD BURBINE

TRANSMITTAL LETTER

August 24, 2006

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Calvary Academy-Florida, Inc.

I have enclosed the original and one (1) copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is a check for \$87.50 for the filing fee, a certified copy and a certificate of service.

You will note that the Articles have been signed and notarized, but not witnessed. The Florida Statutes do not require articles of incorporation to be witnessed; therefore, I am submitting the Articles of Incorporation for Calvary Academy-Florida, Inc. with notarized signatures, but without witnesses.

If you have any questions, please advise.

Sincerely,

FRAZER, HUBBARD, BRANDT, TRASK & YACAVONE, L.L.P.



MARK W. BRANDT, ESQ.

MWB/km

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

ARTICLES OF INCORPORATION
OF
CALVARY ACADEMY-FLORIDA, INC.,
A FLORIDA NON-PROFIT CORPORATION

ARTICLE I - NAME

The name of this corporation is Calvary Academy-Florida, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - STATEMENT OF CORPORATE NATURE

This is a non-profit corporation organized solely for general charitable purposes pursuant to the Florida corporations not for profit loss set forth in part I of Chapter 617 of the Florida Statutes.

ARTICLE IV - GENERAL SPECIFIC PURPOSES

1. The Specific and primary purposes of this organization shall be to provide a ministry of help and healing to children whose lives are in crisis. This ministry is to include spiritual, educational and therapeutic training, which is centered in the gospel of Jesus Christ. It is the intent of Calvary Academy-Florida, Inc. first to serve members of the Wisconsin Evangelical Lutheran Synod (WELS); members of religious bodies with WELS; and ultimately to extend our ministry outside of the WELS.

2. This organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the internal revenue code or other relevant sections of the internal revenue code of 1986 as amended, corresponding provisions

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of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under the code.

3. No part of the net earnings of the corporation shall inure to the benefit of any director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

4. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

5. Notwithstanding any other provisions of these articles, this organization shall not carry on any other activities not permitted to be carried on (a) 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), or (b) by an organization contributions to which are deductible of Section 170(c)(2) of the internal revenue code of 1986 (or the corresponding provision of any future United State internal revenue law)

ARTICLE V – SUBSCRIBERS

Roger Schultz
4705 Ruby Avenue
Racine, Wisconsin 53402

Robert Wasser
1147 South Lakeshore Drive
Fontana, Wisconsin 53125

Carl Weisheim
1300 Menomonee Avenue
South Milwaukee, Wisconsin 53172

The subscribers will be the initial Trustees until the first annual meeting of Trustees.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The address in the State of Florida in the principal office for the transaction of business of this corporation is to be located is at 595 Main Street, Dunedin, Florida 34698, or at such other location within the State of Florida as the Board of Directors shall determine appropriate from time to time. The name and address of the corporation's registered agent is Mark W. Brandt at 595 Main Street, Dunedin, Florida 34698.

ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

1. Board of Trustees. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of the trustees of the corporation shall be _____ provided however that such number may be changed by a Bylaw duly adopted by members. It shall be further provided that in no event shall the number of trustees be reduced to a figure lower than three.

The manner in which the Board of Trustees are to be selected will be set forth in the Bylaws. Any action required or permitted to be taken by the Board of Trustees under in provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing of such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of trustees without a meeting and that the Articles of Incorporation and Bylaws of this

corporation authorize the trustees to so act. Such a statement shall be prima-facie evidence of such authority.

2. Corporate Officers. The members of the Board of Trustees of this corporation at the annual meeting of it shall elect the following officers, President, Vice President, Secretary, Treasurer and such other officers as the Bylaws of this corporation may authorize from time to time. Initially, such officers shall be elected at the first annual meeting of the members of the Board of Trustees of the corporation. Until such election is held, the following persons shall serve as corporate officers:

Roger W. Schultz, President

Carl Weisheim, Vice President

Bob Wasser, Secretary/Treasurer

ARTICLE VIII - BY-LAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the corporations not for profit law of Florida, concerning corporate action that must be authorized or improved of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to or new Bylaws may be adopted either by a resolution of the Board of Trustees or following the procedure set forth in the Bylaws.

ARTICLE IX - DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer or member thereof, or to the benefit of any private individual except for the payment of reasonable compensation for services rendered to or for the corporation for any corporate office or employee.

ARTICLE X - DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation its assets remaining after payment or provision for payment of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes which has established its tax exempt status under Section 501(c)(3) of the internal revenue code of 1954 or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI - AMENDMENT OF ARTICLES

Amendments of these Articles of Incorporation shall be by a resolution adopted by the Board of Trustees by the vote of two-thirds of a quorum of members of the Board of Trustees of the corporation.

We the undersigned, being the subscribers of this corporation, including all the persons named herein as the subscribers of this corporation, for the purpose of forming this non-profit charitable corporation under the laws of Florida have executed these Articles of Incorporation this 22nd day of AUGUST, 2006.

Roger Schultz
Print Name:

Roger Schultz
Roger Schultz

Print Name:

Robert Wasser
Print Name:

Robert Wasser
Robert Wasser

Print Name:

Carl Weishelm
Print Name:

Carl Weishelm
Carl Weishelm

Print Name:

STATE OF WISCONSIN
COUNTY OF MILWAUKEE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Roger Schultz, known to me to be the person described in and who executed these Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the state and county aforesaid this 22nd day of AUGUST, 2006.

Carl A. Gel
Notary Public
My Commission ~~Expires~~ IS PERMANENT

STATE OF WISCONSIN
COUNTY OF MILWAUKEE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Robert Wasser, known to me to be the person described in and who executed these Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.


IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the state and county aforesaid this 22nd day of AUGUST, 2006.

Carl A. Gel
Notary Public
My Commission ~~Expires~~ IS PERMANENT

STATE OF WISCONSIN
COUNTY OF MILWAUKEE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Carl Weishelm, known to me to be the person described in and who executed these Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the state and county aforesaid this 22nd day of AUGUST, 2006.

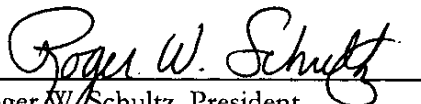


Notary Public
My Commission Expires IS PERMANENT

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED: Calvary Academy-Florida, Inc., desiring to organize or qualify under the laws of the State of Florida, with the principal place of business at 595 Main Street, Dunedin, Pinellas County, 33759 Roger W. Schultz has named Mark W. Brandt as its resident agent to accept service of process within Florida.


Date: 8/22/2006


Roger W. Schultz, President

ACCEPTANCE BY AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: 8.24.06


Mark W. Brandt, Resident Agent

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