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To:

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From:

Account Name : RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD, P.
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FLORIDA PROFIT/NON PROFIT CORPORATION

Applied Scholastics of Florida Inc

Certificate of Status	0
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ARTICLES OF INCORPORATION
APPLIED SCHOLASTICS OF FLORIDA, INC.
(a Florida not for profit corporation)

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The undersigned by these Articles forms a corporation not for profit under Chapter 617, Florida Statutes, and states as follows:

I.

NAME

The name of the corporation, hereinafter called the "Corporation," shall be **APPLIED SCHOLASTICS OF FLORIDA, INC.**

II.

PRINCIPAL OFFICE

The principal place of business shall be 1255 Cleveland Street, Suite 100, in the City of Clearwater, Pinellas County, Florida.

III.

PURPOSE

The purpose for which the Corporation is organized is to provide educational services through the use of technology developed by L. Ron Hubbard.

IV.

REGISTERED AGENT

The registered office of the Corporation and its registered agent to accept service of process within the State of Florida is R. Carlton Ward, located at 1253 Park Street, Clearwater, Pinellas County, Florida 33756.

V.

DIRECTORS

- A. The affairs, property and business of the Corporation shall be managed and controlled by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, or more than seven (7) Directors.
- B. Directors of the Corporation shall be elected at the Annual Meeting and hold office in the manner determined by the Bylaws of the Corporation. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

VI.

OFFICERS

- A. The affairs of the Corporation shall be administered by the officers as their duties are designated in the Bylaws of the Corporation.
- B. The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer (which may be combined with another office as allowed by law), and such other officers as may be provided in the Bylaws of the Corporation.
- C. The officers shall be elected by the Board of Directors at its first meeting following the Annual Meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors.

VII.

LIMITATIONS AND RESTRICTIONS

- A. No part of the net earnings of the Corporation shall inure to the benefit of any member, Director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, Director, 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. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

- B. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.
- C. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, and none of the assets will be distributed to any member, officer or director of the Corporation or to any private individual.

VIII.

TERM

This Corporation shall exist perpetually, unless terminated by, due process of law.

IX.

BYLAWS

The Board of Directors of this Corporation shall make, adopt, alter, amend and repeal such Bylaws of the Corporation for the conduct of the business of the Corporation

and the carrying out of its purposes as such Directors may deem necessary from time to time. The Bylaws may be altered, amended or repealed at any regular or special meeting of the Board of Directors, after written notice, in the manner provided in the Bylaws.

X.

AMENDMENT

The Articles of Incorporation may be amended by a two-thirds vote of the Board of Directors of the Corporation at a regular meeting or at a duly called special meeting of the Board, upon two weeks written notice given, as provided by the Bylaws.

XI.

OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

XII.

INITIAL DIRECTORS

The initial directors of the Corporation are:

Pat Clouden, 111 Manatee Road, Belleair, Florida 33756

Jim Mathers, 8 Evonaire Circle, Belleair, Florida 33756

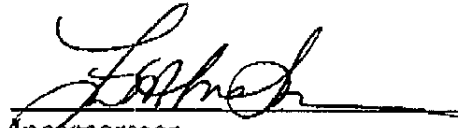
Fu Mei Mathers, 8 Evonaire Circle, Belleair, Florida 33756

XIII.

INCORPORATOR

The name and address of the Incorporator is: Fu Mei Mathers, 8 Evonaire Circle, Belleair, Florida 33756.

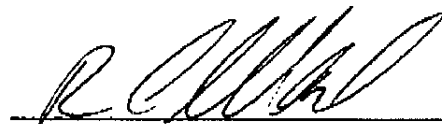
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25 day of April, 2007.


Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State aforesaid, personally appeared FU MEI MATHERS, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this day of 25 day of April, 2007.


Notary Public

My Commission Expires:



R. Carlton Ward
Commission # DD515556
Expires February 18, 2010
Genesee Troy Park Insurance, Inc. 800-385-7019

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

In pursuance of Chapter 48.091, Florida Statutes following is submitted, in compliance with said Act:

APPLIED SCHOLASTICS OF FLORIDA, INC. desiring to organize under the laws of the State of Florida with its' principal office, as indicated in the Articles of Incorporation at City of Clearwater, County of Pinellas, State of Florida has named R. Carlton Ward located at 1253 Park Street, City of Clearwater, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (Must Be Signed by Designated Agent)

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

R. Carlton Ward (Registered Agent)

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