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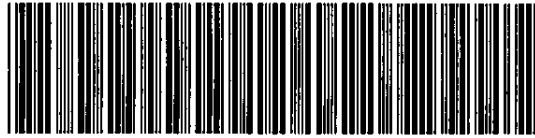
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JUL 2 2007



Hillcrest Academy

A ministry of Hillcrest Baptist Church

2009 President Street

PO Box 1654

Palatka, FL 32178

386 328-6514

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

June 25, 2007

Dear Sirs,

Subject: Hillcrest Academy, Inc.

Enclosed is an original and one copy of the Articles of Incorporation and a check for:

\$70.00 Filing Fee

From: Christie Lane, M. Ed. Principal, Hillcrest Academy
PO Box 1654
Palatka, FL 32178

Hillcrest Academy
ARTICLES OF INCORPORATION

Article of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

Article 1: The name of the Corporation shall be Hillcrest Academy, Inc.

Article 2: The place in this state where the principal office of the Corporation is to be located is 2009 President Street, Palatka, Putnam County, Florida, 32177

Article 3: Said Corporation is organized for the purpose of providing a Christ-centered, quality education that equips students for a life of service.

Article 4: The officers of the board shall be appointed or elected in accordance with our by-laws, page 2, Article 8.

Article 5: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Chairman, Willie McKinnon	391 State Road 207, East Palatka, FL 32131
Vice Chair, Christie Lane	227 Silver Lake Road, Palatka, FL 32177
Treasurer, Marilyn Robbins	1618 Green Street, Palatka, FL 32177
Secretary, Janice Wall	113 Divi Divi Drive, San Mateo, FL 32187

Article 6: Registered Agent:

I Shirley Adams,
Shirley Adams of 371 Alabama Avenue, Palatka, FL 32177, do hereby accept the designation as registered agent.

Article 7: Incorporator:

Christie Lane
Christie Lane, 227 Silver Lake Road, Palatka, FL 32177

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TALLAHASSEE, FLORIDA

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Article 8: Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this 21st day of June, 2007

Laura A. Stapp
Robert McKinnon
Rev Willie McKinnon
Ruth A. Krantz
Shirley Adams

The date of receipt shall be the effective date.