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FLORIDA PROFIT/NON PROFIT CORPORATION

THE ACADEMIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE ACADEMIES, INC.
(A FLORIDA CORPORATION NOT-FOR-PROFIT)

The undersigned, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation not-for-profit in accordance with the provisions of Chapter 617, Florida Statutes, as amended from time to time by the Legislature of the State of Florida, for the sole purpose of organizing a non-profit corporation and to that end do hereby set forth the following:

ARTICLE I
NAME

The name of the corporation shall be THE ACADEMIES, INC. Pending any change authorized by the Corporation's Board of Directors, its mailing address shall be 3916 East Hillsborough Avenue, Tampa, Florida 33610.

ARTICLE II
ADDRESS OF REGISTERED OFFICE

The street address of the initial registered office of this Corporation is 3303 North Decatur Avenue, Tampa, Florida 33603 and the name of the Registered Agent of this Corporation at that address is Edward A. Scolaro.

ARTICLE III
PURPOSE

The corporation shall be organized exclusively as a non-profit, tax exempt organization under Sections 501(c)(3) and 509(a)(3) of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), and shall be operated exclusively for the following exempt purposes:

(a) to perform the functions of, or to carry out the purposes of one or more specified organizations described in Section 509(a)(1) or (2) of the Code;

(b) to support, assist in performing the functions of, and enable The Academies for Educational Excellence, Inc., a Florida not-for-profit corporation that operates four separate Florida "charter schools" within the meaning of Florida Statutes Section 228.056 (or any successor provision thereto) under the names "Hope Preparatory Academy Elementary School", "Quest Middle School", "Pepin Academy High School" and "Tampa Transitional School of Excellence" (the "Pepin Academy Schools"), to undertake and perform its charitable activities under §501(c)(3) of the Code;

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(c) to support the Pepin Academy Schools in providing educational opportunities to learning disabled students for grades kindergarten through twelve and to assist such students in effectively making the transition to the 21st century workforce;

(d) to borrow money and issue evidences of indebtedness in furtherance of any or all of the purposes of the Corporation;

(e) to act as trustee under any trust or endowment incidental to the principal objects of the Corporation, and in connection therewith to enter into any kind of activity and to perform and carry out contracts of any kind necessary to or in connection with or incidental to the accomplishment of any one or more of the non-profit purposes of the Corporation;

(f) to operate exclusively as an organization which qualifies under Section 509(a)(3) of the Code;

(g) no part of the funds of the Corporation shall inure to the benefit of any private individual, and no part of the activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office;

(h) the Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual and the balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, shall be used and distributed exclusively to organizations that qualify under Section 509(a)(1) or (2) of the Code;

(i) the Corporation shall have the power to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property, and to improve, encumber, sell, convey, use, lease, mortgage, and dispose of all such property in conformity with the Bylaws of the Corporation;

(j) the Corporation shall further be authorized to invest, reinvest, and administer the principal or the income of the Corporation's assets in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation and shall be further authorized to exercise each and every power and right granted to a not-for-profit corporation under the laws of the State of Florida as may be necessary for the furtherance of its purposes; all in accordance with its Bylaws or as the same may be hereafter modified or amended; provided, however, that such activities conform to the provisions of Section 509(a)(3) and Section 501(c)(3) of the Code.

ARTICLE IV **MEMBERSHIP**

The Corporation shall be organized on a non-stock basis and shall have no members.

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ARTICLE V
INCORPORATORS

The names and addresses of the incorporator of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Randy K. Sterns	1801 North Highland Avenue Tampa, Florida 33602

ARTICLE VI
OFFICIAL BOARD/OFFICERS

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. Each member of the Board of Directors shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The affairs of the Corporation shall be managed by this official board, who shall elect officers as follows: President, Vice-President, Secretary and Treasurer, which officers shall be provided for in the Bylaws. Each officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified.

The names and addresses of the initial Board until their successors are elected and qualified are as follows:

Patricia Scolaro
3303 North Decatur Avenue
Tampa, Florida 33603

Edward A. Scolaro
3303 North Decatur Avenue
Tampa, Florida 33603

George Shaw
706 Sportsman Park Drive
Seffner, Florida 33584

ARTICLE VII
AMENDMENTS

The Articles of Incorporation of this Corporation may be amended, altered or rescinded by the Board of Directors in a manner provided in the Bylaws.

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ARTICLE VIII
BYLAWS

Subject to any limitations set forth in the Florida Not For Profit Corporation Act, the Corporation's Bylaws shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the Board of Directors in a manner provided by the Bylaws.

ARTICLE IX
TERM

The term of the Corporation shall be perpetual or until dissolved by due process of law.

ARTICLE X
DISTRIBUTION OF ASSETS

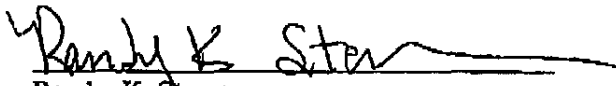
In the event of dissolution of the Corporation, the residual assets of the Corporation will be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3), 509(a)(1) or (2), and 170(c)(2) of the Code, or corresponding sections of the Internal Revenue Code, for exclusive public use.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) and 509(a)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Code or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Code, or any other corresponding provision of any future United States Internal Revenue Code."

ARTICLE XI
DEFENSE AND INDEMNIFICATION
OF 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."

IN WITNESS WHEREOF, the undersigned, being the incorporators of this Corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 7th day of January, 2008.


Randy K. Stern

JAN. 7. 2008 10:23AM

BUSH ROSS P A

NO. 3596 P. 6

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Edward A. Scolaro

Edward A. Scolaro, Registered Agent

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