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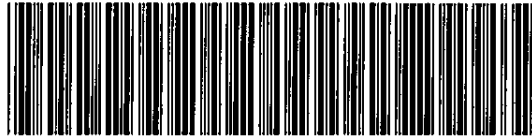
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FILED  
08 JAN - 7 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VAH



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 26, 2007

VERONICA GRANT  
847 SUMMER GLEN DRIVE  
WINTER HAVEN, FL 33880

SUBJECT: VETA LEARNING ACADEMY  
Ref. Number: W07000061997

We have received your document for VETA LEARNING ACADEMY and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

An effective date may be added to the Articles of Incorporation **if a 2008 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

Letter Number: 807A00071569

ARTICLES OF INCORPORATION

of

Veta Learning Academy, INC

FILED

08 JAN -7 PM 3:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators hereby form and establish a Not-For-Profit corporation under the laws of the State of Florida

ARTICLE ONE

NAME

The name of this corporation shall be "Veta Learning Academy, Inc"

ARTICLE TWO

REGISTERED OFFICE AND RESIDENT AGENT

The location in this state where the principal office is to be located is 847 Summer Glen Drive, Winter Heaven, Florida 33880.

The registered agent shall be Veronica A. Grant., who is a resident of the state of Florida and a director of the corporation, and the address of its initial registered agent shall be 847 Summer Glen Drive, Winter Heaven Florida 33880

I, Veronica Grant, hereby consent to serve as Registered Agent in the state of Florida for this Corporation. I understand that as agent for the Corporation, it will be my responsibility to accept Service of Process in the name of the Corporation; to forward all mail to the Corporation and to immediately notify the Office of the Secretary of State in the event of my resignation or any change in the Registered Office address of the Corporation.

*signed*

*Veronica A Grant*

REGISTERED AGENT

*Date*

*January 4, 2008*

## ARTICLE THREE

### **PURPOSE**

The specific and primary purposes for which this corporation is organized are to operate for the advancement of education and for other charitable purposes.

A. To support community development;

B) To encourage community members to participate in planning for programs which meet the economic and social needs of the members

C. To promote and foster learning to all levels

D. To provide remediation to slow achievers in order to pass the Florida Comprehensive assessment Test

E. The general purposes of the corporation are to operate solely and exclusively as a charitable and educational organization. To further such objects and purposes, the corporation shall have and may exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended; provided, however, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

(1) The purpose of this corporation is to engage in activities which are in compliance with those allowable under Internal Revenue Code Section 501(c)(3) of 1954, to be conducted by a not-for-profit and tax exempt corporation, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(2) This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

(3) No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator or organizer of this corporation, or a substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated of this corporation, shall ever be distributed to or divided among any such persons; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrued to, or inure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(4) 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 publishing and distribution of statements) any political campaign on behalf of any candidate for public office.

E. Upon the dissolution of the corporation, the board of directors or governing body of the corporation, after paying or providing for payment of all liabilities of the corporation, shall dispose of all the assets of the corporation exclusively:

(1) In accordance with the purposes of the corporation, in the manner determined by the board of directors or governing body, or

(2) To organizations qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and specified by the board of directors or governing body. Any assets of the corporation not so disposed of shall be disposed of by the district court of the county where the principal office of the corporation is then located, exclusively for the purposes or to the organizations provided above, as determined by the court.

#### ARTICLE FOUR

##### MEMBERSHIP

The corporation does not have authority to issue capital stock and the conditions of membership shall be fixed by the by-laws.

#### ARTICLE FIVE

##### DIRECTORS

Management of this corporation shall be by a board of directors which shall have all powers granted under the Florida By- Laws. The number of directors may be increased or decreased from time to time by amendment of the by-laws. The names and addresses of the persons who are to serve as directors until their successors are elected and qualified are as follows:

Lloyd Anthony Taylor, 33 Lower Hanger Haslemere, Surrey England GU271 LU

(Vice President)

Cherene Jarrett, 432 Meridian Street, Davenport, FL 33837

(Secretary)

Dorcie Kerridge, 2033 Normandy height, Winter Heaven, FL 33880

Veronica Grant 847 Summer Glen Drive Winter Heaven FL 33880

(President)

#### ARTICLE SIX

##### INCORPORATOR

The names and mailing address of the incorporator is

Veronica Grant, 847 Summer Glen Drive, Winter Heaven, FL 33880

## ARTICLE SEVEN

### DURATION

The duration for which this corporation is to exist is perpetual.

## ARTICLE EIGHT

### BY-LAWS

The original by-laws of this corporation shall be adopted by the initial board of directors and thereafter the power to make, alter, amend or repeal the by-laws shall be vested in the board of directors.

## ARTICLE NINE

### INDEMNIFICATION

Every person who is or has been a director or officer of this corporation shall be indemnified and held harmless by the corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him in connection with or arising out of any claim, action, suit, or proceeding in which he may be involved, by reason of his being or having been a director or officer of this corporation, whether or not he continues to be a director or officer at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but shall not be limited to, counsel fees and amounts of judgments against, and amounts paid to the corporation itself; provided, however, that no such director or officer shall be so indemnified: (1) with respect to any matter as to which such director or officer shall, in any such action, suit or proceeding, be finally adjudged to be liable for misconduct in the performance of his duties as a director or officer; or (2) in the event of a settlement of any such claim, action, suit or proceeding, unless (a) such settlement shall, with knowledge of the indemnification provided for hereby, be approved by the court having jurisdiction of such action, suit or proceeding; or (b) such settlement shall have been made upon the written opinion of independent legal counsel, selected by or in a manner determined by the Board of Directors, to the effect that there is no reasonable ground of liability for misconduct on the part of such director or officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such director or officer may be entitled as a matter of law.

## ARTICLE TEN

### EXEMPTION

The individual or private property of all directors, officers and members of the corporation shall be wholly exempt from liability for any and all debts, obligations and liabilities of this corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on this 3<sup>rd</sup> day of January, 2008

*Veronica A. Grant*

*Veronica A. Grant*      3/01/08