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Division of Corporations

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DIVISION OF CORPORATION

FLORIDA PROFIT/NON PROFIT CORPORATION

GRACE WILLICH ACADEMY, INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
GRACE WILlich ACADEMY, INC.
(A Corporation Not-For-Profit)**

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation (the "Corporation") is GRACE WILlich ACADEMY, INC.

ARTICLE II

The principal office or mailing address of the Corporation is 12360 Joda Lane East, Jacksonville, Florida 32258.

ARTICLE III

The Corporation is organized exclusively to establish an academy which encourages a learning environment and serves students with special needs, such as moderate to high functioning autism and mild learning disabilities and for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not-For-Profit Corporation Act. In particular, the Corporation shall be an educational learning center; and to perform any act incidental to, or in connection with, the foregoing purposes.

The Corporation may solicit, receive and maintain a fund or funds of real or personal property and shall apply the whole or any part of the income or principal thereof exclusively for exempt purposes, including, but not limited to, the purposes and activities heretofore described. Such income or principal may be applied by such agencies and means as shall from time to time be found appropriate and as are lawful for a not-for-profit corporation.

Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

ARTICLE IV

The members of the Corporation shall consist of the individuals constituting the Board of Directors hereinafter provided, and their successors in office. The qualification for membership in the Corporation may be modified as provided in the Bylaws.

ARTICLE V

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The number of Directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of Directors shall not be less than five (5). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws of the Corporation. The names and addresses of the persons who are to serve as initial Directors until their successors are elected, are:

Nicole Wolfson	12360 Joda Lane East Jacksonville, FL 32258
Dr. Carlos Torrellas	12360 Joda Lane East Jacksonville, FL 32258
Julie Richards	12360 Joda Lane East Jacksonville, FL 32258
Miriam Ruiz	12360 Joda Lane East Jacksonville, FL 32258
Richard Willich	12360 Joda Lane East Jacksonville, FL 32258

ARTICLE VI

The officers and their manner of election shall be as provided in the Bylaws. The initial persons who are to serve as officers of the Corporation until their successors are elected are:

Richard Willich	President
Dan Stoll	Vice President
Allyson Shorstein	Secretary
Fallon Clements	Treasurer

ARTICLE VII

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

ARTICLE VIII

The name and address of the Corporation's registered agent are:

CT Corporation System
1200 South Pine Island Road, Suite 250
Plantation, FL 33324

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ARTICLE IX

These Articles may be amended as provided in the Bylaws.

ARTICLE X

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under Section 501(c)(3) of the Code.

Upon liquidation, the Board shall vote on the qualified organization or organizations to receive a distribution of the remaining assets of the Corporation. Only those organizations receiving a majority vote of the Board shall be entitled to receive a distribution. The Board shall determine which assets are to be distributed to the organizations receiving a majority vote and such determination of distribution shall be by majority vote of the Board.

ARTICLE XI

The name and address of the incorporator is:

Scott W. Duval, Esq.
Brennan, Manna & Diamond, P.L.
3301 Bonita Beach Road, Suite 100
Bonita Springs, FL 34134

ARTICLE XII

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under Section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not participate in, or

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intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5. Tax-Exempt Status. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

ARTICLE XIII

Notwithstanding any other provision of these Articles to the contrary, during such period, or periods, as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the Corporation must comply with the following:

Section 1. Taxable Distributions. The Corporation shall distribute its net revenues at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code.

Section 2. Self-Dealing. The Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code).

Section 3. Excess Business Holdings. The Corporation shall be prohibited from retaining any excess business holding (as defined in Section 4941(d) of the Code) which would subject the Corporation to tax under Section 4943 of the Code.

Section 4. Jeopardizing Investments. The Corporation shall be prohibited from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code. Further, the Corporation shall be prohibited from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code if the Directors have acquired such assets.

Section 5. Taxable Expenditures. The Corporation shall be prohibited from making any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE XIV

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

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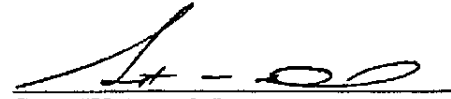
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IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 16th day of April, 2008, for the purpose of forming this Corporation not-for-profit under the Florida Not-For-Profit Corporation Act.

By:


Scott W. Duval, Incorporator

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: GRACE WILLICH ACADEMY, INC.
2. The name and address of the registered agent is:

CT Corporation System
1200 South Pine Island Road, Suite 250
Plantation, FL 33324

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.

Registered Agent

CT Corporation System

By: _____

Its: _____


Madonna Cuddihy
Special Assistant Secretary

2008 APR 21 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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