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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight JUN 03 2008

PAPY, WEISSENBERG, VRASPIR, PATERNO & PUGA, P.A.
ATTORNEYS AT LAW

MIAMI OFFICE
MAILING ADDRESS
P.O. BOX 141939
CORAL GABLES, FL 33114-1939

MIAMI OFFICE
3001 PONCE DE LEON BOULEVARD, SUITE 214
CORAL GABLES, FLORIDA 33134
(305) 446-5100
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OTHER FLORIDA OFFICES:
SPRING HILL

PLEASE REPLY TO
CHARLES C. PAPY, JR.
(305) 446-5100 ext. 129
E-mail cpapy@papylaw.com

May 30, 2008

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: The Center of Achievement, Inc.

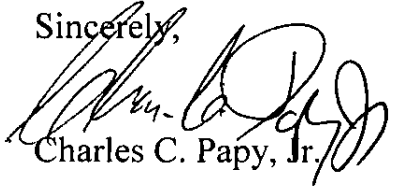
Ladies/Gentlemen:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$87.50 covering the filing fee, a certified copy and a certificate. Please send the certified copy and certificate to us after filing.

Should you have any questions or require something additional, please contact my assistant, Maxine, at 305-446-5100 (Ext. 128).

Thank you.

Sincerely,


Charles C. Papy, Jr.

CCP/mcp
Encl.

ARTICLES OF INCORPORATION
OF
THE CENTER OF ACHIEVEMENT, INC.
A Florida "Not for Profit" Corporation

The undersigned, acting as incorporators of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

- I. NAME OF CORPORATION is: THE CENTER OF ACHIEVEMENT, INC.
- II. PRINCIPAL OFFICE: The principal office of the corporation is located at:

933 West Beaver Street
Jacksonville, Florida 32204

MAILING ADDRESS: The mailing address of the corporation is:

The Center of Achievement, Inc.
933 West Beaver Street
Jacksonville, Florida 32204

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III. CORPORATE PURPOSES: The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and makes a statement of purpose as follows:

A) The Purpose of "The Center of Achievement, Inc." is to help educate and provide charitable services To Women, Youth and Children of Duval and Adjacent Counties by providing the following:

a- Disseminate educational information about issues affecting the well-being of women, youth, children and their families through monthly consultations.

b- Create and implement a Health and Nutrition educational program.

c- Train women and youth for community leadership and management.

d- Sponsor cultural events and lecture-demonstrations in support of underprivileged children.

e- Study and identify problems of children; develop Action Agendas and seek funding from government institutions and other charitable Organizations, to implement programs that will help eliminate problems that affect the basic human needs of children and families.

f- The Center Of Achievement will serve as a prime sponsor for the operation and expansion of Reed Educational Campus, an institution owned by the National Council of Negro Women.

g- The Center of Achievement will serve as prime supporter of the Academic Programs offered at Reed Educational Campus that addresses Math, Reading, Health, Science, Mental Health, Nutrition, Physical Fitness, Art and Environmental Education. In addition, the Organization will expand the academic programs to all women and children regardless of race, creed, nationality, gender, age, or religion.

B) Volunteers of the Center of Achievement will be secured from the public and private sectors and from National Community Based Organizations.

C) The Center of Achievement will have paid staff for administration and core educational subjects.

D) All services offered by the Center of Achievement will be free of charge to those members of the public who take benefit of said provided services.

E) All of the foregoing purposes shall be exercised exclusively charitable and Educational purposes in such a manner that the Corporation will qualify as an exempt Organization under section 501 (c)(3) of the Internal Revenue Code.

IV. DURATION/MEMBERSHIP: The period of duration is perpetual. The directors and officers of the Organization, shall be chosen by the Board of Directors as provided for in the Bylaws, keeping in mind that only those members of the public that the Board of Directors believe have participated in or will participate in providing and continue carrying on the services provided by the Organization's purpose under Article III.

V. INITIAL DIRECTORS: The affairs of the Association will be managed by a Board consisting of the number of Directors determined in the manner provided by the Bylaws, but not less than three (3) Directors. Prior to the first

election which shall take place within the first month of the Organization being incorporated, the Board shall consist of four (4) Directors: Gertrude H. Peele, with address at 4336 Roth Drive, Jacksonville, Florida 32209; Gayle P. Pitts, with address at 3339 Franklin Avenue, Coconut Grove, Florida 33133; Edwina Hernandez with address at 9425 Flechette Avenue, Jacksonville, Florida 32208; and Louis C. Meyers with an address at 3113 Ribault Scenic Drive, Jacksonville, Florida 32208. The initial directors shall choose and add those individuals to its board who maintain a high ethical standard and are willing to devote their time and talents to actively pursue the Organization's purpose.

VI. REGISTERED AGENT: The name of the registered agent of the corporation is Charles C. Papy, Jr. The address of this registered agent is:

Charles C. Papy, Jr.
Papy, Weissenborn, Vraspir, Paterno, & Puga, P.A.
3001 Ponce De Leon Blvd.
Suite 214
Coral Gables, Florida 33134
(305) 446-5100

VII: INCORPORATORS: The name and address of the incorporators are:

GERTRUDE H. PEELE, PRESIDENT
4336 Roth Drive
Jacksonville, Florida 32209
(904) 768-5283

GAYLE P. PITTS, VICE PRESIDENT
3339 Franklin Avenue
Coconut Grove, Florida 33133
(305) 447-9116

EDWINA HERNANDEZ, SECRETARY
9425 Flechette Avenue
Jacksonville, Florida 32208
(904) 765-8413

LOUIS C. MEYERS
3113 Ribault Scenic Drive
Jacksonville, Florida 32208
(904) 766-4638

A. 501(c)(3) LIMITATIONS

1. CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this Organization shall not carry on any other activities not permitted to be carried on by an Organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.

3. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an Organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

B. INDEMNIFICATION OF BOARD OF DIRECTORS

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such

action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article. In addition, the organization may elect to purchase insurance in order to protect the organizations and its board of directors' best interest.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporators on this 27th day of May, 2008.

Gertrude H. Peele
GERTRUDE H. PEELE, PRESIDENT
and DIRECTOR CHAIR

5-27-2008
Date

STATE OF FLORIDA)
COUNTY OF ~~MIAMI-DADE~~ DUVAL ss:

The foregoing instrument was acknowledged before me this 27th day of May, 2008.

Irvlyn H. Kennebrew
Notary Public, State of Florida At Large



Irvlyn H. Kennebrew
Print Name

Gayle P. Pitts
GAYLE P. PITTS, VICE PRESIDENT
and DIRECTOR

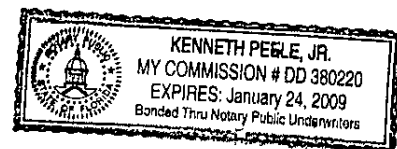
5/25/08
Date

STATE OF FLORIDA)
COUNTY OF Duval ss:

The foregoing instrument was acknowledged before me this 25 day of May, 2008.

Kenneth Peele, Jr.
Notary Public, State of Florida At Large

KENNETH PEELE, JR.
Print Name



Edwina Hernandez
EDWINA HERNANDEZ, SECRETARY
and DIRECTOR

5/25/08
Date

STATE OF FLORIDA)
COUNTY OF Duval) ss:

The foregoing instrument was acknowledged before me this 25 day of
May, 2008.

Kenneth Peele Jr
Notary Public, State of Florida At Large
KENNETH PEELE JR



Louis C. Meyers
Print Name

Louis C. Meyers
LOUIS C. MEYERS, DIRECTOR

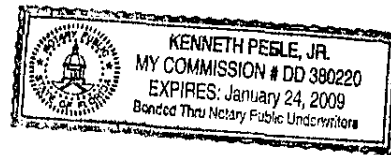
5/25/08
Date

STATE OF FLORIDA)
COUNTY OF Duval) ss:

The foregoing instrument was acknowledged before me this 25 day of
May, 2008.

Kenneth Peele Jr
Notary Public, State of Florida At Large

Kenneth Peele Jr
Print Name



**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 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: The Center of Achievement, Inc.
2. The name and address of the registered agent and office is:

Charles C. Papy, Jr.
Papy, Weissenborn, Vraspir, Paterno & Puga, P.A.,
3001 Ponce de Leon Boulevard
Suite 214
Coral Gables, FL 33134.

Having been named as registered agent 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.

DATED this 30 day of May, 2008.



Charles C. Papy, Jr., Esq.
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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