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FLORIDA PROFIT/NON PROFIT CORPORATION
Morning Star School-O.T.H.E.R.S. (Opportunity to He)

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April 12, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HOLLAND & KNIGHT

SUBJECT: MORNING STAR SCHOOL-O.T.H.E.R.S. (OPPORTUNITY TO HELP EDUCATE
RECEPTIVE STUDENTS) OF PINELLAS, INC.
REF: W11000020531

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please remove the acronym from the corporate name. you can file using only one or the other.

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.

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Ruby Dunlap
Regulatory Specialist II
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
MORNING STAR SCHOOL-O.T.H.E.R.S. OF PINELLAS, INC.**

The undersigned, acting as the incorporator of Morning Star School-O.T.H.E.R.S. of Pinellas, Inc., adopts the following Articles of Incorporation for such corporation pursuant to Florida Statutes Chapter 617.

ARTICLE I - NAME

The name of the corporation shall be Morning Star School-O.T.H.E.R.S. of Pinellas, Inc. (the "Corporation").

ARTICLE II - PURPOSES

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States internal revenue law. Within the scope of the foregoing, the Corporation is specifically organized to (i) support the Morning Star School in Pinellas County, Florida and (ii) engage in such other activities as are necessary, appropriate, or convenient to the furtherance of the foregoing stated purposes and permitted under the laws of Florida and the United States.

ARTICLE III - MEMBERSHIP

The membership of the Corporation shall be limited to the members of the Board of Directors and such other persons, if any, as may be designated in the Bylaws.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is Corporate Creations Network Inc., and the street address of the initial registered office of the Corporation is 11380 Prosperity Farms Road #221E, Palm Beach Gardens, Florida 33410.

ARTICLE V - MAILING ADDRESS

The principal place of business and mailing address of the Corporation is 4720 West Cypress Street, Tampa, Florida 33607.

ARTICLE VI – DURATION AND COMMENCEMENT OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE VII – BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of directors consisting of at least three directors. The Corporation shall initially have four directors, and thereafter, the number of directors of the Corporation may be changed in accordance with the bylaws of the Corporation, provided that the number of directors will never be less than three. The qualifications to serve as a director, the terms for which the directors shall serve, the rights and powers of the directors, and the manner and selection of the directors shall be as specified in the bylaws of the Corporation. The names and addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Scott P. Riley	4720 West Cypress Street Tampa, Florida 33607
Christopher Piela	4720 West Cypress Street Tampa, Florida 33607
Mark Berset	4720 West Cypress Street Tampa, Florida 33607
Dr. Thomas Irvin	4720 West Cypress Street Tampa, Florida 33607

ARTICLE VIII – DISSOLUTION

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation to one or more organizations that qualify for exemption from federal income tax as organizations described in Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law, as the board of directors shall determine. 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

for exemption from federal income tax as organizations described in Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law, as the board of directors shall determine. 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.

ARTICLE IX - BYLAWS

The board of directors of the Corporation shall have the exclusive power to adopt, amend and repeal the bylaws of the Corporation, as more fully provided in the bylaws.

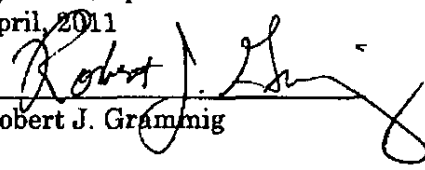
ARTICLE X - AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law.

ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Robert J. Grammig, 100 North Tampa Street, Suite 4100, Tampa, Florida 33602.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 11th day of April, 2011


Robert J. Grammig

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SECRETARY OF STATE
TALLAHASSEE FLORIDA**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Morning Star School-O.T.H.E.R.S.

of Pinellas, Inc., desiring to organize under the laws of the State of Florida, has named Corporate Creations Network Inc. as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced corporation at 11380 Prosperity Farms Road #221E, Palm Beach Gardens, Florida 33410, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Florida Statutes Section 617.0503.

Dated this ____ day of April, 2011

Corporate Creations Network Inc.

By: 

Name:

Title: **Jim Perkins, Vice President**

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