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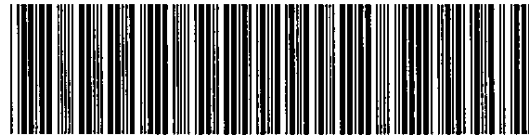
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 18, 2012

MARGARET NEW
39650 US HWY 19N, UNIT #1616
TARPON SPRINGS, FL 34689

SUBJECT: KEYSTONE ACADEMY, INC
Ref. Number: W12000038072

We have received your document for KEYSTONE ACADEMY, INC 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return 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) 245-6052.

Pamela Smith
Regulatory Specialist II

Letter Number: 212A00019097

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ARTICLES OF INCORPORATION
OF
KEYSTONE PREPARATORY SCHOOL, INC.

A Florida Not For Profit Corporation

The undersigned Subscriber hereby makes, subscribes, acknowledges and files with the Secretary of the State of Florida these Articles of Incorporation, for the purpose of formation of a corporation not-for-profit, in accordance with Chapter 617, Florida Statutes, The Florida Not For Profit Corporation Act.

ARTICLE I
NAME

The name of this corporation shall be: KEYSTONE PREPARATORY SCHOOL, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

A. Powers. The purpose and general nature of the business to be transacted by this corporation is to own and operate a charter school under the provisions of §228.056, Florida Statutes, and to engage in all lawful activity incidental to such purpose.

Subject to the restrictions placed on charter schools pursuant to §228.056, Florida Statutes, and the restrictions placed upon not-for-profit corporations under Chapter 617, Florida Statutes, and in addition to all powers conferred on not-for-profit corporations under law, the corporation shall have the following powers:

1. To purchase, issue, own, hold, sell, draw, accept and discount bonds, stocks of all kinds, promissory notes, bills of exchange, mortgages, liens, leases, contracts in writing and other instruments evidencing any and all rights and interests in and to any real estate, chattels, or choses in action, including the power to exercise all the rights and privileges of owner or owners thereof;

2. To borrow or raise money for any of the purposes of this corporation, in such amounts as the Board of Directors may from time to time determine; to issue bonds, debentures, notes or other obligations of any nature, and in any manner for monies so borrowed without limit as to amount, and if and to the extent so determined, to secure the principal thereof, and the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the corporation, real or personal, including contract rights, either at the time owned or thereafter acquired or in any other manner;

3. To adopt, apply for, obtain, register, purchase, lease, take assignments of licenses, or otherwise to acquire, to obtain the use of and to hold, protect, own, use,

develop, introduce, advertise and exploit, and to sell, assign, lease, grant licenses or other rights in respect to, make contracts concerning or otherwise deal with, dispose of, or turn to account any copyrights, trademarks, trade names, labels, brands, patent rights, letters patent and patent application of the United States of America or of any other country, government or authority, and any inventions, improvements processes, formulae, mechanical or other combinations, licenses and privileges, whether in connection with or secured under letters patent or otherwise, which are or shall be necessary, convenient, adaptable for the utilization by the corporation in any way, directly or indirectly, or such letters patent and patent applications, trade names, trademarks, copyrights and pending application therefore, inventions, improvements, processes, formulae, mechanical or other combinations, of licenses and privileges;

4. To purchase or acquire by gift, devise, bequest or otherwise, and to hold, own, lease, use, mortgage, dispose of property of every nature and description, real, personal and mixed, or any right or interest therein, without limit as to amount within or without the State of Florida;

5. To enter into, make and perform contracts of every sort and description, which may be necessary or convenient to the carrying on of the business of the corporation, with any person, firm, association, corporation, municipality, body politic, county, state or government or colony or dependency or agency thereof;

6. To do all and everything necessary or proper for the accomplishments of the objects enumerated, or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, provided the same be not inconsistent with the laws under which the corporation is organized; and

7. Notwithstanding any provision herein which may be interpreted to the contrary, the purpose for which this corporation is formed is to operate exclusively for educational purposes which will qualify it as an exempt organization under §501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax law. The corporation shall not engage in any activities which will or may cause it to lose its tax exempt status.

No part of the net earnings, properties or assets of this corporation shall be distributed to or inure to the benefit of any private person or individual or any member, officer or director hereof, upon dissolution or otherwise. Upon liquidation or dissolution of this corporation, all properties and assets of the corporation remaining after payment of or provision for all debts and obligations shall be distributed and paid over to a fund, foundation or corporation designated by the Board of Directors which, at that time, qualifies as a tax-exempt organization under §501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. Nothing herein however, shall be construed as prohibiting the payment of reasonable compensation to any person for services actually rendered to the corporation.

ARTICLE III MEMBERSHIP

The manner of election of membership, termination of membership and the relative rights and interests of the members as among themselves or the corporation and its property shall be as stated in the By-Laws of the corporation.

ARTICLE IV CORPORATE EXISTENCE

Duration. This corporation shall commence existence on the date of filing with the Secretary of State and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND REGISTERED AGENT

A. Principal Office. The address of the principal office of the corporation is 39650 US Highway 19 N # 1616, Tarpon Springs, FL 34689, and its mailing address is the same.

B. Initial Registered Office and Registered Agent. The address of the initial registered office of the corporation in the State of Florida is 39650 US Highway 19 N, Unit # 1616, Tarpon Springs, FL 34689, and the initial registered agent is Margaret New.

C. Relocation. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may from time to time, change the registered agent of the corporation.

ARTICLE VI NUMBER OF DIRECTORS

Number. The number of Directors of this corporation shall not be less than three (3). The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the members, but shall never be less than three (3).

ARTICLE VII NAMES AND ADDRESSES OF BOARD OF DIRECTORS

A. Designation. The name and post office addresses and street addresses of the first Board of Directors who shall serve until the first annual meeting, or until their successors shall have been elected and qualified:

NAME	ADDRESS
Harry Patsalides	70 Willowood Lane Oldsmar, FL 34677
Beverly Biliris	1028 Peninsula Ave. Tarpon Springs, FL 34689
Steven N. Kanakis, Psy. D.	7026 Little Rd. New Port Richey, FL 33701
Robert S. Schumaker, Esq.	200 Central Ave., Suite 1600 St. Petersburg, FL 33701
Jerry Theophilopoulos, Esq.	1247 South Pinellas Ave. Tarpon Springs, FL 34689

B. Terms. The manner of election or appointment to the Board of Directors, the term of office of each director, and the process for removal of directors shall be as stated in the By-Laws.

ARTICLE VIII NAME AND ADDRESS OF INCORPORATOR

Designation. The name and the street address of the incorporator is as follows:

Margaret New
39650 US Highway 19 N, Unit # 1616
Tarpon Springs, FL 34689

ARTICLE IX SPECIAL PROVISIONS

A. Powers. The corporation may in its By-Laws confer powers upon its Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statutes.

B. Self-Dealing. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors or officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction or the corporation, or in which the corporation is interested, and no contract, act or transaction, in the

absence of fraud, shall be affected or invalidated by the fact that any Director or Directors or the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be anywise interested. Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation.

C. Action of Directors and Members Without a Meeting.

1. Action taken by Directors of this corporation or by members of any executive committee of the Directors of this corporation without a meeting shall nevertheless be Board or Committee action if written consent to the action in question is signed by all the Directors or members of the Committee, as the case may be; and if said written consent is filed with the minutes of the proceedings of the Board or Committee, whether done before or after the action so taken.

2. Any action of the members of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the members and may be stated as such in any Certificate or document.

D. Amendment. This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in any manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

E. Membership Transfer Restrictions. The Board of Directors or the members of this corporation may, by the adoption of appropriate By-Laws for this corporation, not in contravention with statutes of the State of Florida, under which this corporation is organized, authorize whatever reasonable transfer restrictions on the transfer of the membership interest of this corporation as they shall deem appropriate.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16 of July, 2012.

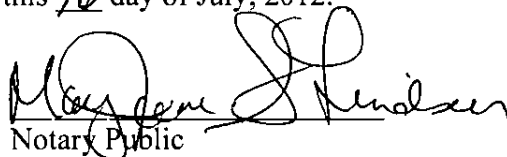

Margaret New, Incorporator

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STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this 16 day of July, 2012, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared Margaret New, to me known to be the person described as the subscriber herein and who executed the foregoing Articles of Incorporation, and said subscriber acknowledged before me that the same were executed for the uses and purposes therein expressed.

WITNESS my hand and official seal named above, this 16 day of July, 2012.


Notary Public



MARY JANE S. LINDSAY
MY COMMISSION # EE 014635
EXPIRES: August 5, 2014
Bonded Thru Budget Notary Services


12 JUL 26 AM 9: 27

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Sections 48.091 and 607.034, Florida Statutes, this Designation is submitted:

1. Keystone Preparatory School, Inc., is a corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Tarpon Springs, County of Pinellas, State of Florida;
2. Keystone Preparatory School, Inc., hereby names Margaret New, an individual resident of this state, as its registered agent to accept service of process within the State of Florida;
3. Keystone Preparatory School, Inc., hereby designates as its registered office, the street address of said registered agent's place of business, which is 39650 US Highway 19 N, Unit # 1616, Tarpon Springs, FL 34689.

SUBMITTED this 16 day of July, 2012.


Margaret New, Incorporator

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the designated place, I hereby agree to act in this capacity and accept this appointment, and agree to comply with the provisions of Sections 48.091 and 607. 034, Florida Statutes, relative to keeping open said office


Margaret New