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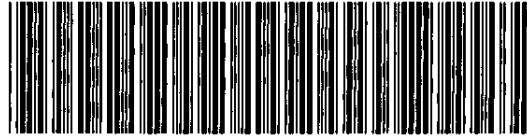
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STRATEGIC EDUCATION SOLUTIONS, INC.**

777 South Federal Highway

Apt. # RP716

Pompano Beach, FL 33062

August 9, 2012

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

RE: ARTICLES OF INCORPORATION OF Strategic Education Solutions, Inc.

To whom it may concern:

Enclosed please find the Cover Letter and Articles of Incorporation referenced above for filing with the Division of Corporations. Also enclosed is a check in the amount of \$78.75 representing payment for the Filing Fee and Certificate of Status.

If you have any questions, please contact the undersigned at: 954-654-1500.

Best Regards,



Larry Hawkes

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DIVISION OF STATE  
TALLAHASSEE, FLORIDA

Enclosures

Strategic Education Solutions, Inc.

## **ARTICLES OF INCORPORATION OF Strategic Education Solutions, Inc.**

Pursuant to Chapter 617.0202, F.S., the articles of incorporation set forth the following:

### **ARTICLE I - NAME**

The corporation formed is a non-profit corporation. The name of this corporation shall be:

STRATEGIC EDUCATION SOLUTIONS, INC.

### **ARTICLE II - PRINCIPAL OFFICE**

The place of business and mailing address for the corporation is:

777 South Federal Highway  
Apt. # RP716  
Pompano Beach, FL 33062

### **ARTICLE III – PURPOSE OF CORPORATION**

This corporation is also organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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, or corresponding section of any future federal tax code. And in furtherance of said purposes, the corporation shall have all powers, rights, privileges and immunities and shall be subject to all of the liabilities conferred or imposed by law upon corporations of this nature, and shall be subject to and have all the benefits of all general laws with respect to nonprofit corporations. The specific purpose for this organization is: Promote and Implement Education and Training Reform.

### **ARTICLE IV – BOARD OF DIRECTORS**

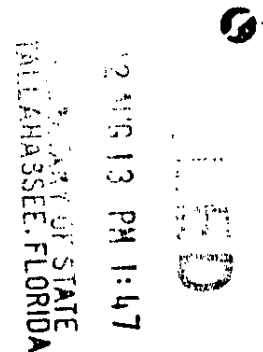
#### **4.1 Governance**

STRATEGIC EDUCATION SOLUTIONS, INC. shall be governed by its board of directors.

#### **4.2 Manner of Election**

The directors named herein as the first board of directors shall hold office until the first meeting of the board of directors, to be held on the day chosen by the directors, at a place designated by the directors, at which time an election of directors may be held.

Directors elected at the first meeting, and at all times thereafter, shall serve for a term adopted in the By-Laws.



Strategic Education Solutions, Inc.

#### 4.3 Initial Directors

The initial directors of the corporation shall be:

Larry Hawkes, President/Director  
777 South Federal Highway  
Apt. # RP716  
Pompano Beach, FL 33062

Michael Brauner, Secretary/Director  
777 South Federal Highway  
Apt. # RP716  
Pompano Beach, FL 33062

William Rowley II, Treasurer/Director  
4871 Hwy 39  
Chelsea, AL 35043

#### **ARTICLE V - AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority the Board of Directors, or by following the procedure in the By-Laws.

#### **ARTICLE VI - MEMBERSHIP**

STRATEGIC EDUCATION SOLUTIONS, INC. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's By-Laws.

#### **ARTICLE VII - LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

#### **ARTICLE VIII - Dissolution**

In the event of dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

**ARTICLE IX - LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

**ARTICLE X- PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

**ARTICLE XI - COMPENSATION RESTRICTION**

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

**ARTICLE XII - PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The corporation is nonprofit in nature and shall not authorize or issue shares of stock. No dividends shall be paid and no part of the income or profit of the corporation shall be distributed to its directors, or officers, except for services actually rendered to the corporation, and except upon liquidation of its property in case of corporate dissolution.

Strategic Education Solutions, Inc.

**ARTICLE XIII – APPOINTMENT OF REGISTERED AGENT**

The registered agent of the corporation shall be:

Larry Hawkes  
777 South Federal Highway  
Apt. # RP716  
Pompano Beach, FL 33062

**ARTICLE XIV – INCORPORATOR**

The incorporator of the corporation is:

Larry Hawkes  
777 South Federal Highway  
Apt. # RP716  
Pompano Beach, FL 33062

Acknowledgement of consent to appointment as registered agent

Having been named as registered agent for STRATEGIC EDUCATION SOLUTIONS, INC. to accept service of process at the place designated above in these articles of incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Registered Agent



Date: 2012-08-09

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

  
Required Signature of Incorporator

2012-08-09  
Date