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FLORIDA PROFIT/NON PROFIT CORPORATION
JA ACADEMY-ORLANDO, INC.

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**ARTICLES OF INCORPORATION
OF
JA ACADEMY-ORLANDO, INC.**

No. 1122 P. 2
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The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be: JA ACADEMY-ORLANDO, INC.

ARTICLE II - PURPOSES

The purposes for which the Corporation is organized are:

In particular, to establish and operate a magnet school within a secondary school in Orange County, Florida, under contract with the Orange County Public Schools. The school shall be organized so that it presents a system of formal instruction of its customized curriculum in a high quality classroom experience to an enrolled student body selected from eligible high school students of Orange County, Florida. In particular, the Corporation will establish educational programs to inspire its students, that adhere to the course requirements of Florida law applicable to public school curricula, and that emphasize and teach principles of free enterprise, leadership, entrepreneurship, financial literacy, and workforce readiness for 9th, 10th, 11th and 12th grade students at a Florida public high school located in Orange County, Florida.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable and educational. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

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The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable compensation for employment and for services actually rendered to or for the Corporation.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida that are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual, except in the case of compensation for employment and for services rendered to or for the Corporation.

ARTICLE IV - MEMBERS

This Corporation shall have no Members.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Board of Directors shall set policy for the Corporation, including but not limited to, oversight of the Advisory Board and the academic, financial, and operational policies of the school. The persons constituting the initial Board of Directors shall be the President of Junior Achievement of Central Florida, Inc. ("JACF"), Chairman of the Board of JACF, Chairman-elect of the Board of JACF, immediate Past President of the Board of JACF, each of whom shall be permanent positions on the Board occupied by the duly elected persons of JACF who fill those positions from time-to-time, and three (3) directors at-large, who may or may not be members of the Board of JACF.

The election of at-large Directors shall be held annually during the month of May or June beginning in, 2013. The at-large Directors then elected shall be installed, together with the four permanent Directors elected by JACF, as of or on July 1, 2013. The at-large

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Directors to be elected may include members of the Initial Board of Directors set forth above.

The number of Directors shall be determined from time to time by resolutions adopted by the Board of Directors. The majority of the Board of Directors of the Corporation must be members of the Board of Directors of JACF. At-large Directors shall be elected and serve such terms as provided in the Bylaws of this Corporation. The Board of Directors shall elect from time to time in accordance with the Bylaws an Advisory Board to assist the Executive Director specifically in the operation of the school, as required by the Contract, described in Article VII below.

ARTICLE VII – ADVISORY BOARD AND EXECUTIVE DIRECTOR

The affairs of the Corporation in operating the school shall be managed on a day-to-day basis by an Advisory Board of Directors, which shall be subordinate to the Board of Directors, selected in accordance with the Contract between Junior Achievement of Central Florida, Inc. and the Orange County Public Schools dated February 1, 2012 (the "Contract"). The Executive Director of the school shall be selected by and employed by the Orange County Public Schools. The Executive Director will be charged by contract to implement the policies of the Board of Directors and Advisory Board pursuant to the Contract and the applicable laws of the State of Florida.

ARTICLE VIII - OFFICERS

The Corporation shall elect such officers as prescribed by the Corporation's Bylaws. An officer does not have to be a member of the Board of Directors and a member of the Board of Directors does not have to be an officer.

ARTICLE IX - BYLAWS

The Bylaws of the Corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be amended, restated, or rescinded by a majority vote of the Directors at the annual meeting of the Directors or at a duly called meeting of the Directors in accordance with the Bylaws.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, or restated by a majority vote of the Directors at the annual meeting of the Directors or at a duly called meeting of the Directors in accordance with the Bylaws. No amendment or restatement of these Articles of Incorporation shall become effective until approved by the majority vote of the members of the Executive Committee of Junior Achievement of Central Florida, Inc.

ARTICLE XI - DISSOLUTION

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 (including, but

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not limited to any liability or obligation to the School Board of Orange County), shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be:

2121 Camden Road
Orlando, Florida 32803

The name of the initial registered agent of this Corporation shall be:

Craig E. Polejes

ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE
AND MAILING ADDRESSES

The principal address of this Corporation shall be:

2121 Camden Road
Orlando, Florida 32803

The mailing address of this Corporation shall be:

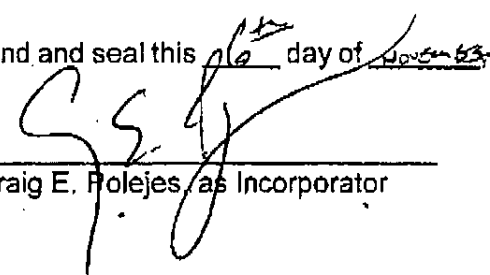
2121 Camden Road
Orlando, Florida 32803

ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

Craig E. Polejes
2121 Camden Road
Orlando, Florida 32803

IN WITNESS WHEREOF, I have set my hand and seal this 12 day of November 2012.



Craig E. Polejes, as Incorporator

Nov. 6. 2012 2:14PM Gray Robinson

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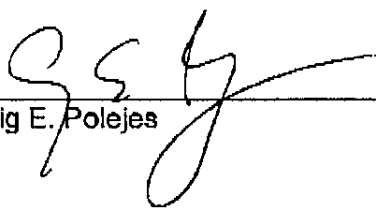
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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

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Having been named as the Registered Agent in the Articles of Incorporation of JA ACADEMY-ORLANDO, INC., I hereby accept and agree to act in this capacity.

Dated: November 6, 2012.



Craig E. Polejes