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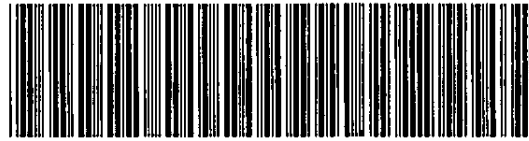
(Business Entity Name)

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18 FEB 16 PM 5:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D O'KEEFE
FEB 21 2018

COVER LETTER

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

SUBJECT: THE ACADEMY AT MIDDLE EARTH INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: RICHARD T. TRIPP
Name (Printed or typed)

485 So. Country Club Drive
Address

Orlando FL 33462
City, State & Zip

561.777.3483
Daytime Telephone number

ACA.MIDDLEARTH@GMAIL.COM
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION OF
THE ACADEMY AT MIDDLE EARTH INC.
(A Florida not for profit corporation)**

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18 FEB 16 PM 5:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as Incorporator of a Florida corporation under the Florida Not For Profit Act, Chapter 617 of the Florida Statutes, hereby causes the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is THE ACADEMY AT MIDDLE EARTH INC. (the "Corporation").

**ARTICLE II
INCORPORATION**

The name and address of the Incorporator of the Corporation is Richard T. Tripp, 485 South Country Club Drive, Atlantis, Florida 33462.

**ARTICLE III
PRINCIPAL OFFICE, ADDRESS AND MAILING ADDRESS**

The principal place of business of the Corporation is 485 South Country Club Drive, Atlantis, Florida 33462. The mailing address of the Corporation is 485 South Country Club Drive, Atlantis, Florida 33462.

**ARTICLE IV
PURPOSE**

A. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Service Code, or corresponding section of any future federal tax code. In furtherance of the purposes of the Corporation, and within the foregoing restrictions, the Corporation shall have all lawful powers necessary or appropriate to such purposes, including not not limited to all corporate powers corporations may have under the Florida Not For Profit Corporation Act, as it may be amended or replaced from time to time, or the provisions of any similar law.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 (c) (3)

of the Internal Revenue Service Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V NO MEMBERS

The Corporation shall have no members.

ARTICLE VI BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by, and all corporate powers shall be exercised by and under the authority of a Board of Directors consisting of not less than 3 directors. The Directors will be selected as provided in the Bylaws of the Corporation.

ARTICLE VII DISSOLUTION

The Corporation shall exist in perpetuity. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation in such proportions as the Board of Directors (or in their absence as a court competent jurisdiction) may determine, to such organizations organized and operated exclusively for religious, scientific, educational or charitable purposes as shall qualify as an exempt organization under Code Section 501 (c) (3) (or any successor legislation).

ARTICLE VIII GENERAL

A. The Corporation shall not engage in any act of "self dealing", as defined in Section 4941(d) of the Code or any corresponding provisions of any future United States revenue law.

B. The Corporation shall not retain any "excess business holdings", as defined in Section 4943(c) of the Code, or any corresponding provisions of any future United States revenue law.

ARTICLE IX INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suite or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and

reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a pleas of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief what such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

B. Any indemnification under Paragraph A shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit of proceeding.

C. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Paragraph A above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in Paragraph A above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If this Corporation elects to assumed the defense, such defenses shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit of proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in the article.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

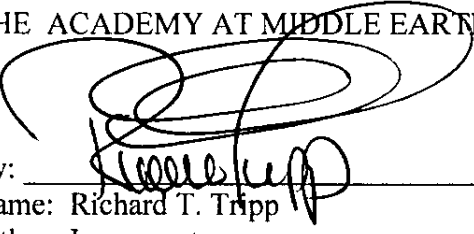
E. The indemnification contained in this Article VIII shall not constitute a waiver of the protection of Section 617.0834, Florida Statutes, or any other provision of law exonerating officers or directors of Florida not for profit corporations from liability.

ARTICLE X
REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the Corporation's registered agent is Richard T. Tripp, 485 South Country Club Drive, Atlantis, Florida 33462.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 12th day of February, 2018.

THE ACADEMY AT MIDDLE EARTH INC.

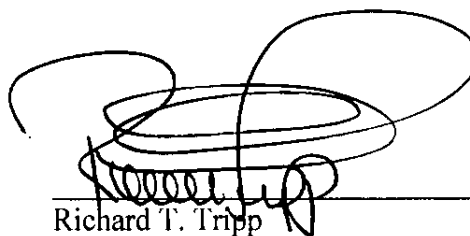
By: 
Name: Richard T. Tripp
Title: Incorporator

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, who has been designated in the foregoing Articles of Incorporation of as registered agent for THE ACADEMY AT MIDDLE EARTH, agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida not for profit corporation.

Dated: as of this 12th day of February, 2018.


Richard T. Tripp

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA