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FLORIDA DIVISION OF CORPORATIONS

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NAME: LIFE SKILLS LEARNING CENTER, INC.

AUDIT NUMBER.....H98000006242

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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ARTICLES OF INCORPORATION
OF
LIFE SKILLS LEARNING CENTER, INC.

The undersigned hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is Life Skills Learning Center, Inc.

ARTICLE II

PURPOSE

1. The Corporation is organized and shall be operated exclusively for purposes for which a corporation not-for-profit may be formed under the laws of the State of Florida, the purposes of a Christian school, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code") and the Regulations thereunder, and not for pecuniary profit or financial gain.

Prepared by William J. Flynn, Esq.
Post Office Box 1438
Tampa, Florida 33601
(813) 228-7411
Florida Bar Number: 218502

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2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish fosters or attain any of such purposes.

3. Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organization set forth in Section 501(c)(3) of the Code and its Regulations as the same now exists, or as they may be hereafter amended from time to time.

ARTICLE III

POWERS, AND LIMITATIONS OF POWERS

Section 1. Powers. The Corporation shall have the power:

(a) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures and to secure the payment or performance of its obligations.

(b) To act as trustee of property whenever the Corporation has either a beneficial, contingent, or remainder interest in that property, and to hold the legal title to property, the beneficial interest of which is owned by any other charitable institution or non-profit corporation or religious society or association.

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(c) To receive property by gift, devise, or bequest, subject to the laws regulating the transfer of property by will or trusts, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(d) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency, or agency of any of the foregoing.

(e) To conduct any and all fund raising efforts and campaigns deemed necessary, including mail campaigns, appeals through mass media, distribution of literature and other programs.

(f) To perform every act necessary or proper for the accomplishment of the objects and purposes of the corporation or for the protection and benefit of the corporation.

Section 2. Limitations of Powers. Notwithstanding any of the powers of this corporation through its Articles of Incorporation, By-Laws, or the laws of the State of Florida, the following limitations of powers shall apply:

(a) This Corporation is organized and shall be operated exclusively for the purpose contained in Article II of these Articles of Incorporation.

(b) No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director, or officer of the Corporation, or any other private individual in such fashion as to constitute an application of funds not within the purpose of

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exempt organizations described in Section 501(c) of the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

(c) In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director, or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively for the purposes within those hereinabove set forth and within the intent of Section 501(c)(3) of the Code and its Regulations as the same now exists or as they may be hereafter amended from time to time.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE V

INCORPORATORS

The names and addresses of the Incorporators of the Corporation are:

<u>Name</u>	<u>Residence</u>
Elihu E. Brayboy	144-23rd Avenue South St. Petersburg, Florida 33705
Augustus Aikens, III	9440 Emily Loop, #208 Orlando, Florida 32817

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Carolyn Brayboy

144-23rd Avenue South
St. Petersburg, Florida 33705

ARTICLE VI

DIRECTORS

Section 1. The initial Board of Directors shall consist of three (3) directors. The number of Directors may be changed from time to time in accordance with the By-Laws, but shall never be less than three (3).

Section 2. The members of the Board of Directors shall be elected in the manner and hold office for such terms as the By-Laws shall provide.

Section 3. The names of the persons who will serve as the Board of Directors until the first election under these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Elihu Brayboy	144-23rd Avenue South St. Petersburg, Florida 33705
Augustus Aikens, III	9440 Emily Loop, #208 Orlando, Florida 32817
Carolyn Brayboy	144-23rd Avenue South St. Petersburg, Florida 33705

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Section 4. The Board of Directors shall hold meetings at such time and place as the By-Laws may prescribe.

Section 5. All decisions of the Board of Directors shall be made by simple majority vote of the members of the Board present at the meeting, unless otherwise provided in these Articles of Incorporation or the By-Laws.

ARTICLE VII

BY-LAWS

The By-Laws may be adopted, amended, altered, or rescinded by a majority vote of the members of the Board of Directors present at any regular meeting of the Directors or at any special meeting of the Directors called for that purpose.

ARTICLE VIII

AMENDMENT

Amendments to these Articles of Incorporation may be proposed by any member and must be adopted by a majority vote of the regular members present at any regular meeting of the membership or at any special meeting called for that purpose.

ARTICLE IX

PRINCIPAL OFFICE AND REGISTERED AGENT

1. The principal office of this Corporation shall be located at 737-3rd Avenue North, St. Petersburg, Florida 33701. The location may be changed from time to time to such place within the State of Florida as the Board of Directors may determine.

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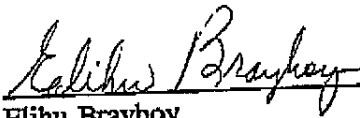
2. The initial Registered Agent of this Corporation shall be Elihu E. Brayboy.
3. The initial Registered Office shall be 144-23rd Avenue South, St. Petersburg, Florida 33705.

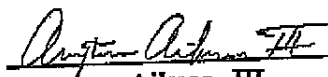
ARTICLE X

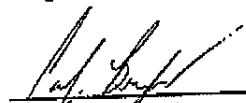
DISSOLUTION AND LIQUIDATION

This Corporation may be dissolved by the Board of Directors by two-thirds vote of the members present at a meeting held for such purposes. Upon the dissolution of the Corporation, the Board of Directors shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for purpose or purposes not inconsistent with the purposes for which the Corporation is organized.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 31st day of March, 1998, for the purpose of forming this Corporation not-for-profit under the laws of the State of Florida.


Elihu Brayboy


Augustus Aikens, III

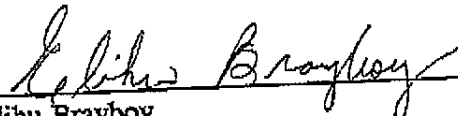

Carolyn Brayboy

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CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named in these Articles of Incorporation to accept service of process for the within stated Corporation, at the place designated therein, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 31st day of March, 1998.


Elihu Brayboy

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