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R.J. PACETTI, P.A.
 CERTIFIED PUBLIC ACCOUNTANT
 2760 U.S. 1 SOUTH
 ST. AUGUSTINE, FLORIDA 32086

City/State/Zip

Phone #

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*****70.00 *****70.00

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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| NEW FILINGS | |
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| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|-----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 OCT -8 AM 9:33

B. BROCK OCT 9 1998

W 98-22121

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 28, 1998

R. J. PACETTI, P.A.
2760 U.S. 1 SOUTH
ST. AUGUSTINE, FL 32086

SUBJECT: THE ACADEMY FOR ADULT LEARNING
Ref. Number: W98000022121

We have received your document for THE ACADEMY FOR ADULT LEARNING and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The document must have original signatures.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of 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) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 798A00048599

ARTICLES OF INCORPORATION

OF

ACADEMY FOR ADULT LEARNING, *INC*

The undersigned, for the purpose of forming a corporation, not for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

- Section 1.1 The name of the corporation is ACADEMY FOR ADULT LEARNING, *INC*
- Section 1.2 The address of the principal office of the corporation is 36 Ocean Palm Villas North, Flagler Beach, FL 32136
- Section 1.3 The mailing address of the corporation is 1093 A1A Beach Blvd., Suite 131, St. Augustine Beach, FL 32084

ARTICLE II

- Section 2.1 The corporation is organized exclusively for educational 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 Code, or the corresponding section of any future federal tax code. Specifically, the corporation is organized for the purpose of #5, which follows, and to undertake such activities as will further the general purposes described therein.

ARTICLE III

BOARD OF DIRECTORS

- Section 3.1 Directors shall be elected in the manner set forth in the Bylaws of the corporation.
- Section 3.2 The corporation shall have four directors. The number of directors might fluctuate as dictated by the Bylaws, however there shall at all times be at least three directors.

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Section 3.3 The names and addresses of the persons serving as the initial directors of the corporation are:

Frances Case
320 Sea Woods Drive North
St. Augustine, FL 32084

Albert Case
320 Sea Woods Drive North
St. Augustine, FL 32084

Barbara Clifford
36 Ocean Palm Villas North
Flagler Beach, FL 32136

John Clifford
36 Ocean Palm Villas North
Flagler Beach, FL 32136

Section 3.4 The Board of Directors may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate two or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Directors.

ARTICLE IV

LIMITATIONS

Section 4.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any director, officer, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits in conformity with the purposes set forth in Section 2.1 of these Articles.

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 these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax

under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

DISSOLUTION

Section 5.1 Upon the dissolution of the corporation, assets shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) of the internal Revenue Code, or the corresponding section of any future federal tax code, at the discretion of the remaining Directors,

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

Section 6.1 The street address of the initial registered office of the corporation is 36 Ocean Palm Villas North, Flagler Beach, FL 32136

The name of the initial registered agent of the this corporation and that address is John T. Clifford, 1093 A1A Beach Blvd., Suite 131, St. Augustine Beach, FL 32084

ARTICLE VII
INCORPORATOR

Section 7.1 The name and street address of the incorporator(s) of the corporation are as follows:

JOHN T. CLIFFORD
36 Ocean Palm Villas North
Flagler Beach, FL 32136

FRANCES CASE
320 Sea Woods Drive North
St. Augustine, FL 32084

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation of the purposes therein set forth, all as of the 17th day of Sept., 1998

John T. Clifford
Incorporator

Frances Case
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION OF THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT
AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE John T. Chaffard

DATE 9-17-98

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