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TRANSMITTAL LETTER

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

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*****78.75 *****78.75

SUBJECT: TOP FLIGHT ACADEMY, INC.

Enclosed is an original and one (1) copy of the Article
of Incorporation and our check for \$78.75.

FROM: Dr. Queen V. Hicks
8179 Galaxie Drive
Jacksonville, Fl. 32244

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
FOR
A FLORIDA NON-PROFIT CORPORATION

We the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together for the purpose of constituting a Non-Profit organization. To operate in accordance with the laws in a non-profit corporate form pursuant to the applicable provisions of the Statutes of the State of Florida relative to corporations not for profit; and section 501 (C)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law and hereby covenant and agree as follows:

ARTICLE I - NAME

The name of this Corporation is: TOP FLIGHT ACADEMY, INC. and its principal office shall be in Jacksonville, Duval County, Florida or at such other place as the Board of Trustee may decide.

ARTICLE II - TERM OF EXISTENCE

The corporation shall exist perpetually unless dissolved according to law.

ARTICLE III - PURPOSES

The objectives for which this Corporation is formed is exclusively charitable, educational, scientific, social and economic, and will consist of the following:

MISSION

The mission of Top Flight Academy, Inc. will provide a safe, academically challenging environment. Through teamwork, technology, and talent, we will produce successful learners. leaders who are prepared to meet the challenges of the twenty-first century.

ARTICLE IV - PRINCIPAL OFFICE AND REGISTER AGENT

The principal office and Registered Agent of the corporation is 8671 Lem Turner Rd, Jacksonville, Florida 32209. The name of the Registered Agent at such address is Dr. Queen V. Hicks

ARTICLE V - INCORPORATORS

The names and addresses of the Incorporators are:

Dr. Larry D. Mitchell, President/CEO
6711 S.E. 63rd Lane
Gainesville, Fl. 32608

Dr. Timothy B. Hicks, Vice President
8179 Galaxie Drive
Jacksonville, Fl. 32244

Veronica Troup, Sec./Treas.
3029 Lagney Drive
Jacksonville, Fl. 32208

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors is that group of persons vested with the management of the business and affairs of this corporation subject to the law, the Articles of Incorporation and the By-Laws.

The name and street address of the initial board of this corporation, who shall hold office for the first year or until his or her successor or successors are elected and have qualified shall be:

| | |
|--------------------------------|---|
| Dr. Queen V. Hicks Chairman | 8179 Galaxie Drive Jacksonville, Fl. 32244 |
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| Anastas[']ia Washington Chairperson | 8671 Lem Turner Rd Jacksonville, Fl. 32209 |
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| Donovan Washington Chairperson | 8671 Lem Turner Rd. Jacksonville, Fl. 32209 |
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| Jerome Lodge Chairperson | 8671 Lem Turner Rd. Jacksonville, Fl. 32209 |
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| Johnnie McCloud Chairperson | 8671 Lem Turner Rd. Jacksonville, Fl. 32209 |
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ARTICLE VII - SERVICES

This corporation is a nonprofit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purpose of this corporation is to:

- (a) To enhance the core academic curriculum through Technology, Testing, and Teamwork
 - (b) To be active in the family and community
 - (c) To provide this and other services to the community
- To render all services and advice related above

Provided, however the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporation under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefits of or be distributable to its members, directors, or officers; but the corporation shall be authorized and empower to pay any reasonable compensation to these people for service rendered, and to make payments and distributions in furtherance of its stated purposes.

ARTICLE VIII

The corporation is organized (and shall be operated) on a non-stock basis within meaning of the Florida Not for Profit Corporation Act, and shall not have the power to issue shares of any type of any class of stock, but may issue membership certificates if so provided in the by-laws.

ARTICLE IX

Said organization 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 Code, or corresponding section of any future federal tax code.

ARTICLE X

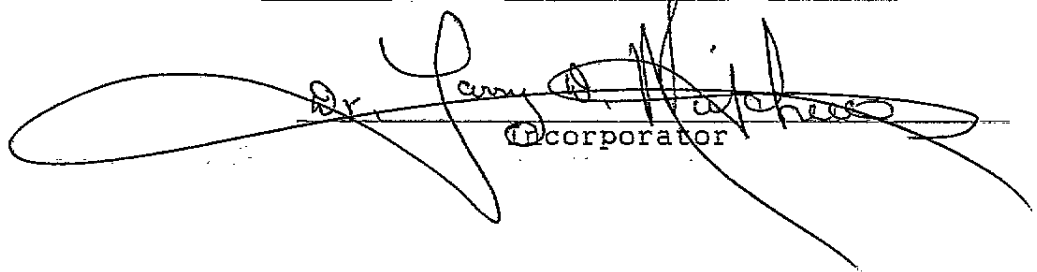
No part of the net earnings of the organization shall inure to the benefit of, or distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions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

No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 organization 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 Code, or corresponding section of any future federal tax code.

ARTICLE XI

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, The undersigned has executed these ARTICLES OF INCORPORATION on this 17th day of November 19 98


Dr. Jerry D. Hatcher
Incorporator

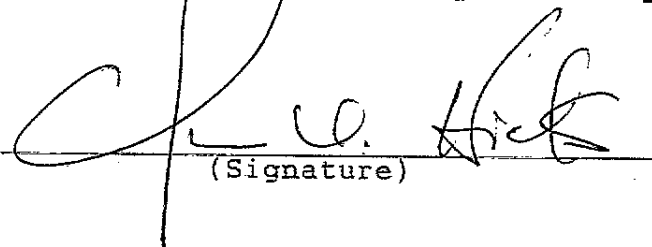
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

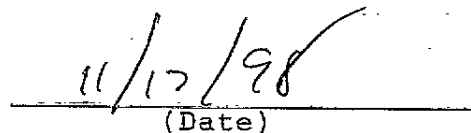
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: TOP FLIGHT ACADEMY, INC.
2. The name and address of the registered agent and office is:

Dr. Queen V. Hicks
8179 Galaxie Drive
JACKSONVILLE, FL. 32244

Having been named as registered agent and to accept service of process for the above stated corporation at 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 obligations of my position as registered agent.


(Signature)


(Date)

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