417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ARTICLES OF INCORPORATION

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DEE'S CENTER FOR HIGHER LEARNING, INC

The undersigned, acting as incorporator of a non-profit corporation under the Not for Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is Dee's Center for Higher Learning, Inc.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

This corporation is organized for the following purposes:

1. To provide educational assistance to students in a targeted community and other non-profit activities as approved by the Board of Directors.

ARTICLE IV - MEMBERSHIP

The qualifications for membership and the manner of admission shall be as regulated by the by-laws.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of the corporation is 1677 Steele Street, Jacksonville, Florida 32209. The name of the initial registered agent is Loretta D. Davis and the address of the initial registered agent is 10698 Wingate Road, Jacksonville, Florida 32218.

ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of three (3) members who need not be residents of the State of Florida.

ARTICLE VII INITIAL DIRECTORS

The names and addresses of the persons who shall serve as Directors until the first annual meeting of the members or until their successors shall have been elected and qualified are as follows:

NAME ADDRESS

Loretta D. Davis 10698 Wingate Road Jacksonville, FL 32218

DeAndrea Davis 10698 Wingate Road Jacksonville, FL 32218

Ronald Davis 10698 Wingate Road Jacksonville, FL 32218

The manner of election shall be as specified in the by-laws.

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator is as follows:

NAME ADDRESS

Loretta D. Davis 10698 Wingate Road Jacksonville, FL 32218

ARTICLE IX - DUTIES AND POWERS

Dee's Center for Higher Learning, Inc., shall be a non-profit corporation and shall have all the duties and powers of non-profit organizations, and no member, officer or director shall be authorized to do anything inconsistent with a non-profit corporation.

ARTICLE X - BY-LAWS

The by-laws of the corporation shall set forth in detail the qualifications for membership and voting rights.

ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION

The members shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a called membership meeting, with not less than a three-fourths vote of the members.

ARTICLE XII - DISSOLUTION OF CORPORATION

Upon dissolution of the corporation, the assets of the corporation remaining after payment of all debts and liabilities of the corporation shall be distributed to an organizational agency and used exclusively to accomplish the primary purpose for which the corporation is organized. If the corporation holds

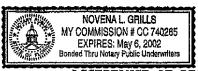
any assets in trust, such assets shall be disposed of in such a manner as may be directed by an order of the Circuit Court of Duval County, upon petition by the Attorney General or by any persons concerned in the liquidation in a proceeding to which the Attorney General is a party or any procedure establish by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Orange Park, Clay County Florida, on this //th day of February, 1999.

STATE OF FLORIDA COUNTY OF CLAY

BEFORE ME, the undersigned authority, personally appeared Loretta D. Davis, the person described in and who subscribed the above Articles of Incorporation, and She did freely and voluntarily acknowledge before me that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orange Park, Clay County, Florida, on this //# day of February, 1999.



Notary Public / State of Florida My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts her designation as registered agent

for Dee's Center for Higher Learning, Inc

DAVIS

STATE OF FLORIDA COUNTY OF CLAY

BEFORE ME, the undersigned authority, personally appeared Loretta D. Davis, the person described in and who subscribed the Acceptance of Registered Agent, and she did freely and voluntarily acknowledge before me that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunt, set my hand and official seal at Orange

Notary Public - State of Florida

My Commission Expires:

