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FLORIDA NON-PROFIT CORPORATION

ALEE ACADEMY, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 7, 1999

EMPIRE

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SUBJECT: ALEE ACADMEY, INC.
REF: W99000013079

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ARTICLES OF INCORPORATION
OF
ALEE ACADEMY, INC.

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE 1
NAME

Section 1.1 The name of the corporation is Alee Academy, Inc. ("Corporation").

ARTICLE 2
DURATION

Section 2.1 The Corporation shall have perpetual existence unless dissolved pursuant to law.

ARTICLE 3
NON-STOCK CORPORATION

Section 3.1 The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue Certificates of Membership.

ARTICLE 4
PURPOSE

Section 4.1 The purposes for which the Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Section 4.2 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 acts and things to and to engage in 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 a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding

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Florida Bar Number 717657 (407) 292-1233

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anything herein to the contrary, the Corporation shall exercise *only such powers as are* in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.

Section 4.3 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 4.4 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4.5 The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

Section 4.6 The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.7 The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.8 The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.9 The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.10 Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried

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on by an organization exempt from taxation under Section 501(c)(3) *of the Internal Revenue* code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may be hereafter amended.

Section 4.11 Upon the dissolution of the Corporation, the Board of Directors, shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine. Any of such assets no so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation 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.

ARTICLE 5
MEMBERS

Section 5.1 This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

ARTICLE 6
DIRECTORS

Section 6.1 The affairs of the Corporation shall be governed by a Board of Directors ("Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two (2) Directors are present. The affirmative vote of any two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

6.1.1 Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.

6.1.2 Adoption of an amendment to the Articles of Incorporation or the Bylaws.

6.1.3 Organization or a subsidiary or affiliate

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by the Corporation.

6.1.4 Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 6.2 The initial Board of Directors shall consist of the following members elected in accordance with the Bylaws:

Ray Bryant
Robert Mish
Jennings Neeld
Valerie Hart
Martha Cohen
Dr. Gerald Manley
Rachel Holtzclaw
Carl Pettitt

Section 6.3 The term of office of an elected Director shall be one (1) year and shall expire, regardless of whether a successor shall have been duly elected and qualified. The terms of elected Directors shall be staggered so that no elected Director's term expires less than four (4) months before the expiration of the next elected Director.

ARTICLE 7
<u>ADDRESS</u>

Section 7.1 The Street Address of the principal office of the Corporation in the State of Florida is:

755 South Central Avenue
Umatilla, Florida 32784

The Board may, from time to time, move its principal office in the State of Florida to another place in the State of Florida.

ARTICLE 8
<u>REGISTERED AGENT AND REGISTERED OFFICE</u>

Section 8.1 The Registered Agent and registered office of the Corporation shall be:

Brenda H. Smith, Esq.
1221 Lee Road, Suite 103
Orlando, Florida 32810

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ARTICLE 9
AMENDMENT

Section 9.1 These Article of Incorporation may be amended in the manner and with the vote provided by law.

ARTICLE 10
BYLAWS

Section 10.1 The Board of Directors of this Corporation shall adopt Bylaws for the government of the Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

ARTICLE 11
INCORPORATOR

Section 11.1 The name and address of the Incorporator of this Corporation is:

Mr. Ray Bryant
775 South Central Avenue
Umatilla, Florida 32784

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this _____ day of __________, 1999.

INCORPORATOR

RAY BRYANT

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Section 48.091 and Section 607.0501(3), Florida Statutes, the following is submitted in compliance with those Sections: Alee Academy, Inc., organized under the laws of the State of Florida with its principle office as indicated in the Articles of Incorporation, at the City of Umatilla, County of Lake, State of Florida, has named Brenda H. Smith, Esq., 1221 Lee Road, Suite 103, Orlando, 32810, Orange County, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of those Sections relating to keeping open said office.

Dated this 7th day of June, 1999.

Brenda H. Smith

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