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Terrence L. Ivey, Attorney at Law

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Jacksonville, Florida 32203-2861

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July 8, 1999

VIA OVERNIGHT MAIL

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

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-07/12/99--01024--002
*****70.00 *****70.00

RE: HORIZONS UNLIMITED ACADEMY, INC.

Dear Sir/Madam:

Please find enclosed herewith an original and copy of the Articles of Incorporation for each of the above-referenced corporation. In addition, a check in the amount of \$70.00 is enclosed to cover the costs of the applicable fees as follows:

Filing Fee:	\$35.00
Registered Agent Fee:	<u>\$35.00</u>
	\$70.00

Please file the original of the enclosed and return a copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely,

Terrence L. Ivey, Esquire
FOR THE FIRM

FILED
99 JUL 12 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TLI/

Enclosures (as stated)

ARTICLES OF INCORPORATION

OF

HORIZONS UNLIMITED ACADEMY, INC.

a non-profit Florida corporation
(Pursuant to s. 617.0202, Florida Statutes.)

We, the members of HORIZONS UNLIMITED ACADEMY, INC. the undersigned hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I

Name of Corporation

The name of the corporation shall be HORIZONS UNLIMITED ACADEMY, INC.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized for the operation, of any and all lawful business.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

Effective Date of Document

Pursuant to Florida Statutes Section 607.0203, the effective date of these Articles of Incorporations shall be within five business days prior to the date of the filing.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- A. For education, charity, cultural pursuits, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. To operate exclusively for charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE VI

Management of Corporate Affairs

- A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than eleven (11) persons. The number of Directors of the corporation shall be eleven provided however, that such number may be changed by the By-Law duly adopted by the founding initial organizers.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be named, if necessary.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of two (2) year until the annual meeting of members following the election of Directors and until the qualifications of the successors in office. Annual meetings shall be held on the first Thursday in July of each year at such place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote

of the Directors. Any certificate or other document file under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws for this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors known at this time are as follows:

Tom E. Diamond	4143 Markin Drive West Jacksonville, FL 32224
Arzada Haynes	2104 Division Street Jacksonville, FL 32209
John Wiggins	5884 Diamond Street Jacksonville, FL 32208
Johnny F. Smiley	11498 Sir Barton Court Jacksonville, FL 32218
Dr. Charles Simmons	1171 West Edgewood Avenue Jacksonville, FL 32205
Carolyn Floyd	11450 Woodsong Loop Drive Jacksonville, FL 32225

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Vice-President Finance, Parliamentarian and Vice President Support Services, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

NAME AND ADDRESS

Tom E. Diamond (President)	4143 Markin Drive West Jacksonville, FL 32224
Johnny F. Smiley (Vice President)	11498 Sir Barton Court Jacksonville, FL 32218

Arzada Haynes (Secretary)

2104 Division Street
Jacksonville, FL 32209

John Wiggins (Treasurer)

7176 Matthew Street
Jacksonville, FL 32210

ARTICLE VII

Earnings and Activities of Corporation

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation 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 article IV hereof.
- B. 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, and intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- C. 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 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII

Distribution of Assets

Upon 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, and to such organization or organizations organized and operated exclusively for charitable, education, 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes and

to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

Incorporators

The name and residence address of the Incorporator of this corporation is Karen Smiley ,
11498 Sir Barton Court, Jacksonville, FL 32218.

ARTICLE X

Amendment of By-Laws

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation's Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the By-Laws.

ARTICLE XI

Dedication of Assets

The property of this corporation is irrevocably dedicated to education, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

Registered Agent And Office

The name and address of the corporation's registered officer is Terrence L. Ivey, Esquire , 1650 Art Museum Drive, Suite 11, Jacksonville, Florida 32207.

ARTICLE XIII

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum for their vote in the manner set forth in the By-Laws of this corporation.

ARTICLE XIV

Indemnification

This corporation shall indemnify an officer or Board Member, to the full extent permitted by law.

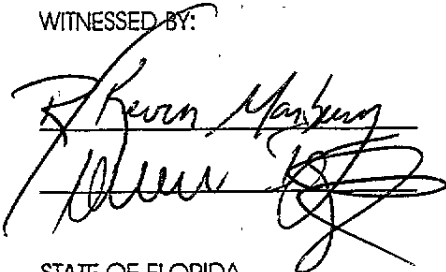
ARTICLE XV

Principal Place of Business

The principal place of business is Melvin R. Nurse Educational Building, 6415 North Pearl Street, Third Floor, Jacksonville, Florida 32209.

I, the undersigned, being the Incorporator of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 3 day of JUNE, 1999.

WITNESSED BY:



STATE OF FLORIDA
COUNTY OF DUVAL


Karen Smiley, Incorporator

BEFORE ME, the undersigned authority, personally appeared, Karen Smiley, who, after first being duly sworn, deposes and says that he is the person described in the foregoing Articles of Incorporation and he

subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 3 day of

JUNE, 1999.



Terrence L. Ivey

My Commission CC839172

Expires May 23, 2003

NOTARY PUBLIC STATE OF FLORIDA

My commission expires

☒ personally known to me

☐ produced identification _____

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep my office open during prescribed hours; to post my name and address (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law. I am familiar with, and accept, the obligations provided for in Section 607.325 Florida Statutes.

Terrence L. Ivey, Esquire
100 Riverside Avenue
Jacksonville, Florida 32202
(904) 356-9928
Florida Bar Number: 983160

FILED

99 JUL 12 AM 9:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA