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BRUCE E. STUTSMAN
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September 21, 1999

800002996358-6
-09/24/99-01058-001
*****122.50 *****78.75

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Home Education Resources and Information, Inc.;
Our File No.: 739.1420

Ladies and Gentlemen:

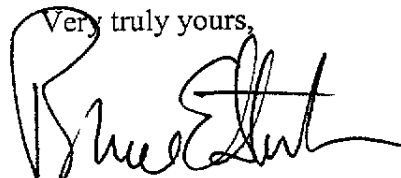
Enclosed for filing are the original and one copy of Articles of Incorporation of Home Education Resources and Information, Inc., including the Certificate of Designating Registered Agent and Registered Office attached thereto. Also enclosed is this firm's check in the amount of \$122.50 made payable to "Department of State," representing:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Fee for one certified copy	<u>52.50</u>

TOTAL: \$122.50

We would appreciate your filing the original of the Articles of Incorporation in accordance with the usual procedure, and your returning to this office a certified copy of the Articles of Incorporation.

Please contact the undersigned if you have any questions concerning the enclosed items. Thank you very much for your assistance.

Very truly yours,

Bruce E. Stutsman

FILED
99 SEP 24 PM 3:04
CLERK OF STATE
TALLAHASSEE, FLORIDA

Enclosures

c: Ronald N. Evans (w/ enclosures)
Gary B. Weaver (w/ enclosures)

9/27/99 T.B.

ARTICLES OF INCORPORATION

OF

HOME EDUCATION RESOURCES AND INFORMATION, INC.

FILED

99 SEP 24 PM 3:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the corporation:

ARTICLE I - NAME

The name of the corporation is Home Education Resources and Information, Inc.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation shall be 8847 Ivymill Place South, Jacksonville, Florida 32244.

ARTICLE III - PURPOSES

A. This corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and in this connection, to conduct seminars, conferences, and research into educational methods, to organize discussion conferences, study groups, and publications, and to use other lawful, appropriate, and genuine means to promote the welfare of children in home, school and community, to raise the standards of home life, and to bring into closer relation the home and the school; and to that end to receive, administer and distribute funds; to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property, and to invest, reinvest, or deal with the principal or income thereof in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the corporation, or any laws applicable thereto, to make distributions to organizations that qualify as exempt organizations 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 Code) (hereinafter referred to as "Section 501(c)(3)") and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended; and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors, officers or members except as permitted under the Florida Not For Profit Corporation Act and as permitted under Section 501(c)(3).

B. No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any other private individual (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 paragraph A, above), and no member, 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. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

C. 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, or corresponding provision of any subsequent federal tax laws.

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

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

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

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

H. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any other activities not permitted to be conducted or carried on (1) by a corporation exempt from federal income tax under Section 501 (c)(3) and the Regulations thereunder as they now exist or as they may hereafter be amended, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

I. Upon the dissolution of the corporation, the Board of Directors shall, after payment or making provision for payment of all of 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 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 (or the corresponding provisions 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 the Circuit Court of the Fourth Judicial Circuit, in and for Duval County, Florida, 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 IV - QUALIFICATION OF MEMBERS

The membership of this corporation shall constitute all persons hereinafter named as directors and such other persons as, from time to time hereafter, may become members, in the manner provided by the Bylaws.

ARTICLE V - DIRECTORS

Section 1. The corporation shall have 7 directors initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than three.

Section 2. The members of the Board of Directors shall be members of the corporation.

Section 3. The members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 4. The positions, names and addresses of the persons who are to serve initially are:

POSITIONS	MEMBERS
Chairman of the Board	Ronald N. Evans 8847 Ivymill Place S. Jacksonville, Florida 32244
1 st Director of Programs	Princess D. Evans 8847 Ivymill Place S. Jacksonville, Florida 32244
2 nd Director of Programs	Terri R. Weaver 7945 Burma Road Jacksonville, Florida 32221
Director of Library Services	Kristen G. Mock 7418 Burlingame Drive S. Jacksonville, Florida 32211
Director of Finance	Loralei L. Fox 1433 Parental Home Road Jacksonville, Florida 32216

Director of Communications

Gary B. Weaver
7945 Burma Road
Jacksonville, Florida 32221

Director of Membership

Doreen Frantz
1643 8th Street S.
Jacksonville Beach, Florida 32250

ARTICLE VI - NON-STOCK MEMBERSHIP

This corporation is organized under a non-stock basis. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the voting and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the Bylaws.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Bruce E. Stutsman, c/o Stutsman & Thames, P.A., 121 West Forsyth Street, Suite 600, Jacksonville, Florida 32202.

ARTICLE VIII - BYLAWS

Section 1. The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of these members of the Board of Directors present at any regular meeting or any special meeting of the Board of Directors called for that purpose.

ARTICLE IX - DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) (3) and Section 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose.

ARTICLE X - AMENDMENT

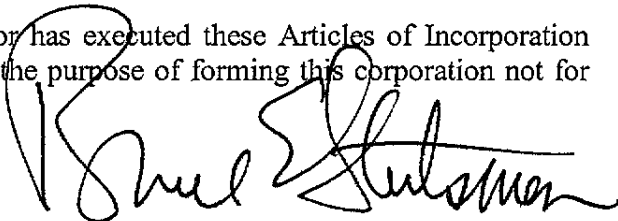
Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

ARTICLE XI - INITIAL REGISTERED AGENT AND STREET ADDRESS


The name and the street address of the initial registered agent are Ronald N. Evans, 8847 Ivymill Place S., Jacksonville, Florida 32244.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 9th day of SEPTEMBER, 1999, for the purpose of forming this corporation not for profit under the laws of the State of Florida.


BRUCE E. STUTSMAN

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 9th day of September, 1999, by Bruce E. Stutsman, who is personally known to me and did not take an oath.


Print Name: Connie C. Atkins
Notary Public
State and County aforementioned
My commission expires:
Commission No.

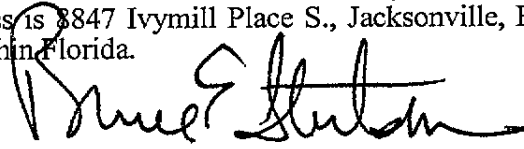


Connie C. Atkins
MY COMMISSION # CC818420 EXPIRES
April 4, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, Home Education Resources and Information, Inc., 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.

That Home Education Resources and Information, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Jacksonville, State of Florida, has named Ronald N. Evans, whose street address is 8847 Ivymill Place S., Jacksonville, Florida 32244, as its agent to accept service of process within Florida.



Bruce E. Stutsman, Incorporator

Date: 9/9/99

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and is familiar with and accepts the obligations of the position as registered agent.



RONALD N. EVANS

Date: 9/13/99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED