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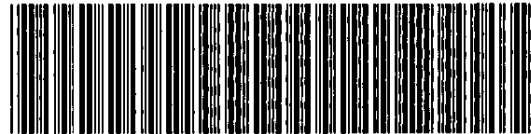
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
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174

JULIUS L. WILLIAMS

ATTORNEY AND COUNSELOR AT LAW

WINTER PARK EXECUTIVE CENTER
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June 29, 2011

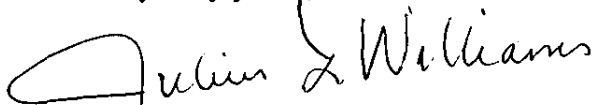
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for High Achiever's Learning Academy, Inc.

Dear Sir/Madam:

Enclosed you will find the original and a copy of the Articles of Incorporation of High Achiever's Learning Academy, Inc. Please file and furnish me with a certified copy. A check in the amount of \$78.75 is enclosed. Thank you for your cooperation.

Very truly yours,



Julius L. Williams

JLW/

Encl.

cc: Rev. Leroy Dennis

APPROVED
AND
FILED

11 JUL -1 AM 10:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HIGH ACHIEVER'S LEARNING ACADEMY, INC.

The undersigned hereby makes, subscribes, acknowledges, and files with the Florida Department of State these articles of incorporation for the purpose of forming a corporation for profit in accordance with the laws of Florida.

ARTICLE I

Name

The name of this corporation shall be HIGH ACHIEVER'S LEARNING ACADEMY, INC.

ARTICLE II

Term of Existence and Fiscal Year

This corporation shall begin existence on the date of filing of these articles with the Florida Department of State and shall have perpetual existence thereafter. This corporation shall have a fiscal year beginning January 1 of each year.

ARTICLE III

Nature of Business

The general nature of the business to be transacted by this corporation and the objects and purposes of it shall be to engage in any and all lawful activities permitted under the Florida General Corporation Act, as the same now exists and as hereafter amended.

ARTICLE IV

Powers

This corporation shall have all powers conferred by the laws of Florida on corporations.

ARTICLE V

Capital Stock

This corporation is authorized to issue 100 shares of common voting stock. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid when issued and shall be nonassessable.

ARTICLE VI
Shareholders' Rights

(a) Each share of stock in this corporation shall entitle the holder thereof to one vote at any meeting of the corporation's shareholders.

(b) There shall be no cumulative voting of the stock entitled to vote in the election of directors of this corporation.

(c) No holder of any class of stock of this corporation shall have any preemptive or preferential right to subscribe, or receive any shares of any class of stock of the corporation, whether now or hereafter authorized or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class of stock of the corporation issued or sold or proposed to be issued or sold or with respect to which options or warrants shall be granted; but all of these shares of stock of any class or notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class may be issued and disposed of or sold by the board of directors on terms and for consideration as may be permitted by law and to any person or persons qualified to be shareholders, as the board of directors may determine.

ARTICLE VII
Initial Registered Office and Agent

The name and street address of the initial registered agent of this corporation is LUCIOUS TAYLOR, 1111 Pamela Street, Leesburg, Florida 34748.

ARTICLE VIII
Principal Place of Business

The principal place of business of the corporation shall be located at 1111 Pamela Street, Leesburg, Florida 34748. with any other place of business as may be determined and fixed by the board of directors from time to time.

ARTICLE IX
Directors

This corporation shall initially have four directors. The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE X
Officers

The names and post office addresses of the officers of the corporation, who, subject to the provisions of the bylaws and the laws of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are:

| <u>Office</u> | <u>Name and Post Office Address</u> |
|----------------|--|
| President | Lucious Taylor 4931 N.W. 52 ND Place Ocala, Florida 34482 |
| Vice President | Leroy D. Dennis 7810 Anbury Court Orlando, Florida 32835 |
| Secretary | Marjorie James 4406 Georgetown Drive Orlando, Florida 32808 |
| Treasurer | Sheree L. Walker 1213 East. Jackson Avenue Mount Dora, Florida 32757 |

ARTICLE XI
Initial Directors

The name and street address of the initial directors of this corporation, who, subject to the provisions of the bylaws and the laws of Florida, shall hold office for the first year of the corporation's existence, or until a successor is elected and qualified, are:

| | |
|---|---|
| Lucious Taylor 4931 52 ND Place Ocala, Florida 34482 | Leroy D. Dennis 7810 Anbury Court Orlando, Florida 32835 |
| Marjorie James 4406 Georgetown Drive Orlando, Florida 32808 | Sheree L. Walker 1213 East Jackson Avenue Mount Dora, Florida 32757 |

ARTICLE XII
Transactions With Corporations

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any director or officer of this corporation has a pecuniary or other interest in any other corporation or is a director or officer of any other corporation. Any director or officer individually, or any firm of which any director or officer may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or she or the firm is so interested shall be disclosed or shall have been known to the board of directors. Any director or officer of this corporation who is also a director or officer of any other corporation or member of any firm, or who is interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation that shall authorize any contract or transaction, with like force and effect as if the person were not an officer or director of any other corporation or member of any other firm, or not so interested.

ARTICLE XIII
Bylaws

(a) The power to adopt bylaws for this corporation, to alter, amend, or repeal those bylaws, and to adopt new bylaws shall be vested in the board of directors of this corporation.

(b) The bylaws of this corporation shall be for the government of the corporation and may contain any provision or requirements for the management or conduct of the affairs and business of the corporation, provided they are not inconsistent with the provisions of the laws of the State of Florida or of the United States.

ARTICLE XIV
Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XV
Incorporators

The names and post office addresses of the incorporators of this corporation are:

Name

Post Office Address

Lucious Taylor

4931 N.W. 52ND Place
Ocala, Florida 34482

Leroy D. Dennis

7810 Anbury Court
Orlando, Florida 32835

Marjorie James

4406 Georgetown Drive
Orlando, Florida 32808

Sheree L. Walker

1213 East. Jackson Avenue
Mount Dora, Florida 32757

ARTICLE XVI
Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation on this 18th day of June, 2011



Lucious Taylor
LUCIOUS TAYLOR, Incorporator

Leroy D. Dennis
LEROY D. DENNIS, Incorporator

Marjorie James
MARJORIE JAMES, Incorporator

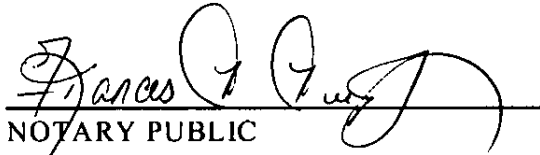
Sheree L. Walker
SHEREE L. WALKER, Incorporator

STATE OF FLORIDA
COUNTY OF LAKE

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared LUCIOUS TAYLOR, LEROY D. DENNIS,

MARJORIE JAMES and SHEREE L. WALKER, to me known to be the persons described as incorporators in and who executed the foregoing Articles of Incorporation.

18 WITNESS my hand and official seal in the County and State named above on this day of June, 2011.


NOTARY PUBLIC



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

(Higher Achiever's Learning Academy, Inc.)

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, 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 the obligation of my position as registered agent.

Executed this 27th day of June, 2011.

Lucious Taylor
LUCIOUS TAYLOR
Registered Agent

APPROVED
AND
FILED
11 JUL -1 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA