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TRANSMITTAL LETTER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314-6327

900002438179--1  
-02/23/98-01119-014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: SPIRIT OF GRACE, INC.

Enclosed is an original and one (1) copy of the articles of incorporation  
and a check for:

\$70.00  
Filing Fee

■\$78.75  
Filing Fee

\$122.50  
Filing Fee &  
Certified Copy  
Additional Copy Required

\$131.25  
Filing Fee &  
Certified Copy

FROM: SYLVIA W. SANCTIOUS  
Name (printed or typed)  
3818 N.E. 13 AVENUE  
Address  
OCALA, FLORIDA 34479  
City, State, Zip  
  
Daytime Telephone Number

NOTE: Please provide the original and one copy of the  
articles.

SPIRITART.DOC

WAS 7626  
WAS 457  
P. Hall SEP 16 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 6, 1998

SYLVIA W. SANCTIOUS  
3818 NE 13 AVE  
OCALA, FL 34479

SUBJECT: SPIRIT OF GRACE, INC.  
Ref. Number: W98000007626

We have received your document for SPIRIT OF GRACE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must submit a signed affidavit stating that you will not revoke the dissolution on the non profit corporation that will be made part of your document to be processed.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 898A00018181

PRESIDENT'S AFFIDAVIT REGARDING DISSOLUTION OF NONPROFIT  
STATUS AND RELEASE OF CORPORATE NAME

State of: FLORIDA

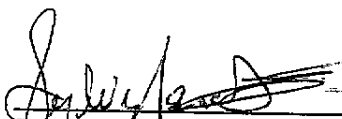
ss:

County of: MARION

Sylvia W. Sanctious, who has been duly sworn and deposes, says:

1. That she is the president of Spirit of Grace, Inc., which was organized and currently exists under the laws of the State of Florida.
2. That she has no intention to revoke the dissolution of nonprofit status.
3. That she authorizes the release of the corporate name of Spirit of Grace, Inc. to the new corporation.

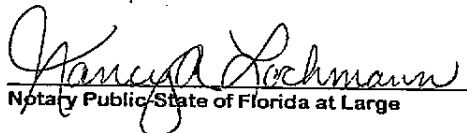

Sworn to on this the 14th day of Sept, 1998.

  
President

STATE OF FLORIDA, COUNTY OF MARION

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Sylvia W. Sanctious know to be and known by me to be the person(s) who executed the foregoing Affidavit, or who produced FL Drivers License as identification, and he (she) acknowledged before me that he (she) executed this Affidavit.

In witness whereof, I have set my hand and seal in the State and County above, this 14th day of Sept, 1998.

 nka   
Notary Public State of Florida at Large



NANCY A. LOCHMANN  
COMMISSION # CC 537488  
EXPIRES MAR 5, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

**ARTICLES OF INCORPORATION  
OF  
SPIRIT OF GRACE, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

**ARTICLE I - NAME**

The name of the corporation shall be SPIRIT OF GRACE, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 3818 N.E. 13 AVENUE, OCALA, FLORIDA 34479

**ARTICLE III - PURPOSE (S)**

The specific purpose(s) for which the corporation is organized is (are):

To promote and enhance educational opportunities, beginning with young children in pre-kindergarten, kindergarten, primary and secondary levels, with collaborative skills for the development of sound educational and socio-economic growth.

**ARTICLE IV- MANNER OF ELECTION OF DIRECTORS**

Directors will be elected annually at the beginning of each fiscal year by members.

**ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of One dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

#### **ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name of the initial registered agent is SYLVIA W. SANCTIOUS and the address of the initial registered office of this corporation is 3818 N.E. 13 AVENUE, OCALA, FLORIDA 34479. The principal office and its' mailing address are the same as for the registered agent.

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have three Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director.

The name(s) and address(es) of the initial Board of Directors of the corporation is(are):

<u>NAME</u>	<u>ADDRESS</u>
SYLVIA W.SANCTIOUS	3818 N.E. 13 AVE., OCALA, FL., 34479
VALERIE M. SANCTIOUS	20300 N.W. 27 COURT, MIAMI, FL., 33056
JEAN JOHNSON	348 OAK TRACK COURSE, OCALA, FL., 34472

#### **ARTICLE IX - INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) who is to act as incorporator(s) is as follows:

<u>NAME</u>	<u>ADDRESS</u>
SYLVIA W. SANCTIOUS	3818 N.E. 13 AVE., OCALA, FL 34479

## ARTICLE X – SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

## ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

## ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 14<sup>th</sup> day of September, 1998.

  
SYLVIA W. SANCTIOUS

STATE OF FLORIDA, COUNTY OF MARION

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared SYLVIA W. SANCTIOUS known to be and known by me to be the person(s) who executed the foregoing Articles of Incorporation, or who produced FL Drivers License as identification, and he(she) acknowledged before me that he(she) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 14<sup>th</sup> day of September, 1998.

 nka Nancy A. Martino  
Notary Public - State of Florida at Large



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE  
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE  
REGISTERED OFFICER/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation IS: SPIRIT OF GRACE, INC.

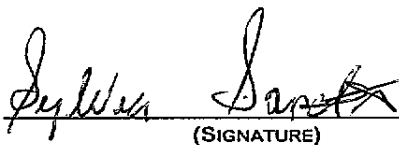
2. The name and address of the registered agent and office is:

SYLVIA W. SANCTIOUS

3818 N.E. 13 AVENUE

OCALA, FLORIDA, 34479

Having been named as registered agent and to accept service of process for the  
above stated corporation at the place designated in this certificate, 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 obligations of my  
position as registered agent.

  
(SIGNATURE)

9-14-98  
(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314