

BYLAWS
OF
BERKLEY ACCELERATED MIDDLE SCHOOL, INC.

ARTICLE I. OFFICES

Section 1. Registered Office and Agent. The address of the registered office of the corporation is One Lake Morton Drive, Lakeland, Florida 33801, and the name of the registered agent is David D. Hallock, Jr. The Board of Directors may designate such other registered agent as it may, from time to time, appoint by a majority vote.

Section 2. Corporate Offices. The Corporation may have offices at such place or places within the State of Florida as the Board of Directors may from time to time appoint or as the business of the corporation they require or make desirable.

ARTICLE II. DIRECTORS

Section 1. Function. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

Section 2. Qualification. The Directors need not be residents of the State of Florida.

Section 3. Compensation. The Directors shall serve without compensation, except that the Board by resolution may provide for reasonable expenses for attendance at meetings of the Board to be reimbursed.

Section 4. Duties of Directors. A director shall perform his duties as a director, including his duties as a member of any committee of the Board of Directors upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

In performing his duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;

(b) counsel, public accountants, or other persons, as to matters which the director reasonably believes to be within such person's professional or expert competence; or

(c) a committee of the Board of Directors upon which he does not serve, duly designated in accordance with a provision of the Articles of Incorporation or the bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting to good faith if he has knowledge concerning the matter in question that would cause such reliance as described above to be unwarranted.

A director who performs his duties in compliance with this section shall have no liability by reason of being or having been a director of the corporation.

Section 5. Presumption of Assent. A director of the corporation who is present at a meeting of its Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he votes against such action or abstains from voting in respect thereof because of an asserted conflict of interest.

Section 6. Number. The number of directors of the corporation shall be at three (3) but not more than nine (9) as the Board of Directors may determine.

Section 7. Election and Term. Directors shall serve terms of three (3) years each, until the third annual meeting of the Directors following the election of such Director or until the qualification of the successors in office, except the Directors named in the Articles of Incorporation who shall serve terms as follows:

a) Chris Brauckmuller and Randy Borland: A one-year term until the first annual meeting of the Directors following their election as Director;

b) Paula D. McCurdy and Chris Thompson: A two-year term until the second annual meeting of the Directors following their election as Director; and

c) Dennis W. Young and William M. Vanderpool, Jr.: A three-year term until the third annual meeting of the Directors following their election as Director.

At the annual meeting of the Board of Directors, those Directors whose term on the Board is not expiring shall by majority vote elect Directors to fill the positions of those Directors whose terms are expiring.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the

Board of Directors. A Director elected to fill a vacancy shall hold office only for the remainder of the term of the Director whom he or she is succeeding.

Section 9. Removal of Directors. At a meeting of Board of Directors called expressly for that purpose, any Director may be removed, with or without cause, by a vote of the majority of the Directors.

Section 10. Quorum and Voting. A majority of the number of Directors fixed pursuant to the terms of these bylaws shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 11. Director Conflicts of Interest. No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of the Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board of Directors or a committee.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

Section 12. Executive and Other Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors, except that no committee shall have the authority to:

(a) fill vacancies on the Board of Directors or any committee thereof; and

(b) amend the bylaws.

The Board of Directors, by resolution adopted in accordance with this section, may designate one or more Directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

Section 13. Place of Meetings. Regular and special meetings by the Board of Directors may be held within or without the State of Florida.

Section 14. Time, Notice, and Call of Meetings. The annual meeting of the Board of Directors shall be held at the regular scheduled meeting of the Board of Directors in May of each year at the registered office of the corporation, or at any other place or places designated by the Board of Directors by resolution.

The Board of Directors may also provide, by resolution, for the holding of regular meetings, in which case no additional notice of such regular meetings shall be required.

Special meetings of the Board of Directors shall be held when directed by the chairman of the Board, the President, or by any two members of the Board of Directors. Written notice of the time and place of special meetings of the Board of Directors shall be given to each director by either personal delivery, e-mail, telegram, or cablegram at least two days before the meeting, or by notice mailed to the director at least five days before the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail properly addressed, with correct postage.

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless otherwise specifically provided for herein.

A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors.

Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 15. Action Without a Meeting. 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 the members of the Board individually or collectively consent in writing to the action. Written

consent or consents shall be filed with the minutes of the proceedings of the Board, and any 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 filed under any provision of law that relates to action taken in this matter 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 Bylaws of this corporation authorize the Directors to act in this manner. This statement shall be prima facie evidence of the Directors' authority.

ARTICLE III. OFFICERS

Section 1. Officers. The officers of this corporation shall consist of a chairman of the board, a president, a secretary and a treasurer, each of whom shall be elected annually by the Board of Directors at the annual meeting. Such other officers and assistant officers and agents as may be deemed necessary shall be elected or appointed by the Board of Directors from time to time. Each officer shall hold office until his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death. Any two or more offices may be held by the same person. The failure to elect a chairman of board, president, secretary or treasurer shall not affect the existence of this corporation.

Section 2. Duties. The officers of this corporation shall have the following duties:

The Chairman of the Board shall be a co-chief executive officer of the corporation, shall have general and active management of the business and affairs of the corporation subject to the directions of the Board of Directors, and shall preside at all meetings of the Board of Directors.

The President shall be the co-chief executive officer of the corporation, shall have general and active management of the business and affairs of the corporation subject to the directions of the Board of Directors, and shall preside at all meetings of the Board of Directors in the absence of the Chairman of the Board.

The Secretary shall have custody of, and maintain, all of the corporate records except the financial records; shall record the minutes of all meetings of the Board of Directors, send all notices of meetings out, and perform such other duties as may be prescribed by the Board of Directors or the President.

The Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of the Board of Directors and whenever else required by the Board of Directors or the President, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

Section 3. Removal of Officers. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the corporation will be served thereby.

Any vacancy, however occurring, in any office may be filled by the Board of Directors.

Removal of any officer shall be without prejudice to the contract rights, if any, of the person so removed; however, election or appointment of an officer or agent shall not of itself create contract rights.

ARTICLE IV. MEMBERS

(a) Directors as Membership. The sole class of members of this corporation shall be its Directors.

(b) Rights and Liabilities of Members. The members of this corporation shall have no right, title or interest in its income, property, or assets, nor shall any portion of its income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments. Members of this corporation shall have no rights, including but not limited to, voting or any other rights, other than those which arise in their capacity as Directors.

ARTICLE V. INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

Section 1. Third Party Actions. The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, or any appeal therefrom, whether civil, criminal, administrative, investigative or otherwise (other than any action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer or employee of the corporation, or, at the express or implied request of the corporation, is or was serving as a director, trustee, officer or employee of another corporation or of a partnership, joint venture, trust or other enterprise, against all expenses (including reasonable attorneys' fees), judgments, fines, amounts paid in settlement, and other liability actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction or upon a pleas of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of

the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Derivative Actions. The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding by or in the right of the corporation, or any appeal therefrom, to procure a judgment in the corporation's favor by reason of the fact that such person is or was a director, officer or employee of the corporation, or, at the express or implied request of the corporation, is or was serving as a director, officer, trustee or employee of another corporation, or of a partnership, joint venture, trust or other enterprise, against all expenses (including reasonable attorneys' fees) and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation; provided, however, that no person shall be entitled to indemnification under this Section 2 in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such action, suit or proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Successful Defense. To the extent that a director, officer or employee of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 1 or Section 2 of this Article V, or in defense of any claim, issue or matter therein, such determination shall constitute conclusive evidence of such person's right to be indemnified against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him in connection therewith, and the Board of Directors of the corporation shall direct the reimbursement of all such expenses to such person.

Section 4. Determination of Propriety of Indemnification. Any indemnification under Section 1 or Section 2 of this Article V, unless pursuant to a determination by a court of competent jurisdiction, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer or employee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or Section 2 of this Article V. Such determination shall be made:

- (a) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;
- (b) If such quorum is not attainable or, even if obtainable, by a majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the action, suit or proceeding;
- (c) By independent counsel: :

(1) Selected by the Board of Directors, prescribed in paragraph (a) above or the committee prescribed in paragraph (b) above; or

(2) If a quorum of the Directors cannot be obtained for paragraph (a) above and the committee cannot be designated under paragraph (b) above, selected by the majority vote of the full Board of Directors (in which Directors who are parties may participate).

Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified in paragraph (c) above shall evaluate the reasonableness of expenses and may authorize indemnification.

Section 5. Advances. The corporation may pay expenses of any director, officer, employee or other person eligible for indemnification from the corporation incurred in defending any action, suit or proceeding, or appeal therefrom, whether civil, criminal, administrative, investigative or otherwise, in advance of the final disposition of any such action, suit or proceeding, on a determination by the Board of Directors that such advance is appropriate; provided, however, in the case of each such advance, the corporation shall receive an undertaking by or on behalf of any such director, officer, employee or other person eligible for indemnification from the corporation to repay such amount if such person is ultimately found not to be entitled to indemnification by the corporation pursuant to the provisions of the Article V.

Section 6. Non-Exclusivity. The indemnification, advancement of expenses and other powers provided in this Article V are not exclusive, and, except as otherwise provided by law, the corporation may make any other or further provisions for indemnification or advancement of expenses of any of its directors, officers or employees, under any bylaw, agreement, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Section 7. Binding Effect. Indemnification and advancement of expenses as provided in this Article V shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer or employee of the corporation and shall inure to the benefit of the heirs, personal representatives, executors and administrators of such a person, unless otherwise provided when authorized or ratified.

Section 8. Amendments. The foregoing provisions of this Article V shall be deemed to constitute an agreement between the corporation and each of the persons entitled to indemnification under this Article V, for as long as such provisions remain in effect. Any amendment to the foregoing provisions of this Article V which limits or otherwise adversely

affects the scope of indemnification or rights of any such person hereunder shall, as to such person, apply only to claims arising, or causes of action based on actions or events occurring, after such amendment and delivery of notice of such amendment to the person so affected.

Section 9. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the express or implied request of the corporation as a director, officer, employee, agent or trustee of another corporation or of a partnership, joint venture, trust or other enterprise (including, without limitation, affiliates of the corporation), against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article V.

Section 10. Effect of Reorganization. For the purpose of this Article V, references to "the corporation" shall include, in addition to the resulting corporation, any constituent trust or corporation (including any constituent of a constituent trust or corporation) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers or employees, so that any person who is or was a director, trustee, officer or employee of such constituent corporation, or is or was serving at the request of such corporation as a director, trustee, officer or employee of another corporation or a partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article V with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

Section 11. Presumptions. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person seeking information did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, or with respect to any criminal action or proceeding, a presumption that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 12. Severability. If any part of this Article V shall be found, in any action, suit or proceeding, or appeal therefrom, or in any other circumstances or as to any particular officer, director, employee or agent to be unenforceable, ineffective or invalid for any reason, the enforceability, effect and validity of the remaining parts or of such parts in other circumstances shall not be affected, except as otherwise required by applicable law.

ARTICLE VI. BOOKS AND RECORDS

Section 1. Books and Records Generally. This corporation shall keep correct and complete books and records of account and shall keep records of the proceedings of its Board of Directors and committees of Directors.

The corporation shall keep at its registered offices or principal place of business true copies of the documents evidencing its legal existence, including Articles of Incorporation, By Laws and any amendments thereto, and the names and addresses of each current officer and Director.

Any books, records, and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 2. Directors' Inspection Rights. Any person who shall have been a Director at least six months immediately preceding his demand, upon written demand stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any reasonable time or times, for any proper purpose, its relevant books and records of accounts, minutes, and records of the Directors and to make extracts therefrom.

Section 3. Financial Information. Unless waived by the Directors of the corporation, this corporation, not later than four months after the close of each fiscal year, shall prepare a balance sheet showing in reasonable detail the financial condition of the corporation as of the close of its fiscal year, and a profit and loss statement showing the results of the operations of the corporation during its fiscal year.

Upon the written request of any Director, the corporation shall mail to such Director a copy of the most recent such balance sheet and profit and loss statement.

The balance sheets and profit and loss statements shall be filed in the registered office of the corporation in Florida, shall be kept for at least five years, and shall be subject to inspection during business hours by any Director, in person or by agent.

ARTICLE VII. CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation, and the words "Corporate Seal."

ARTICLE VIII CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE IX
NO BENEFIT TO DIRECTOR, OFFICER, MEMBER
OR PRIVATE INDIVIDUAL


The property of this corporation is irrevocably dedicated to 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.

ARTICLE X. DISSOLUTION

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under §501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI. AMENDMENTS

Amendments to these articles of incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.



State of Florida
Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of BERKLEY ACCELERATED MIDDLE SCHOOL, INC., a Florida corporation, filed on March 2, 2004, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H04000045732. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below

The document number of this corporation is N04000002195.

Authentication Code: 604A00014822-030504-N04000002195-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Fifth day of March, 2004



Glenda E. Hood
Glenda E. Hood
Secretary of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 5, 2004

BERKLEY ACCELERATED MIDDLE SCHOOL, INC.
5240 BERKLEY ROAD
AUBURNDALE, FL 33823

The Articles of Incorporation for BERKLEY ACCELERATED MIDDLE SCHOOL, INC. were filed on March 2, 2004, and assigned document number N04000002195. Please refer to this number whenever corresponding with this office.

Enclosed is the certification requested. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H04000045732.

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file/effective date year. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have questions regarding corporations, please contact this office at the address given below.

Neysa Culligan
Document Specialist
New Filings Section
Division of Corporations

Letter Number: 604A00014822

**ARTICLES OF INCORPORATION
OF
BERKLEY ACCELERATED MIDDLE SCHOOL, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under Chapter 617 of the laws of the State of Florida, applicable to corporations not for profit, under the following proposed charter:

**ARTICLE I.
NAME**

The complete legal name of this corporation shall be Berkley Accelerated Middle School, Inc. (hereinafter called the "Corporation").

**ARTICLE II.
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and/or mailing address of the Corporation is 5240 Berkley Road, Auburndale, Florida 33823.

**ARTICLE III.
DURATION**

The term of existence of the Corporation is perpetual. The corporate existence shall commenced with the signing of these Articles of Incorporation.

**ARTICLE IV.
PURPOSE**

The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profits of the Corporation are distributable to, or inures to the benefit of, its directors or officers; provided however, reasonable compensation as set by the Board of Directors may be paid for services rendered to or for the Corporation. No substantial part of the

activities of the Corporation shall involve lobbying, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

This Corporation is organized and is to operate exclusively not for profit as a charter school to provide an education to individuals without regard to sex, race, color, creed or ethnic and national origin and such other purposes as the Board of Directors shall deem appropriate and which is lawful under the Florida Not For Profit Corporation Act.

For such purposes, and operating without profit, and in the manner stated, the Corporation shall have the power to:

- A. Engage in any and all activities which may be deemed necessary or appropriate for the proper and successful attainment of the objects and purposes for which this Corporation was created.
- B. Solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute or otherwise; to own, hold, operate and administer or dispose of real and personal property, both in this state and all other states, territories and dependencies of the United States and generally to do all things necessary and proper to accomplish the purposes herein stated and permitted to like non-profit corporations by law.
- C. Provided further, that:
 - 1. Assets or property held in trust for the Corporation or by the Corporation

for its corporate purposes as herein stated shall be segregated and identified as being so held, and shall not be held without disclosure of the fiduciary capacity in which they are held.

2. The Corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.
3. The Corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Code as now enacted, or as it may hereafter be amended.
4. In the event of the dissolution of this Corporation, any assets of said Corporation then remaining shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE V.
BYLAWS

Except as otherwise provided therein, the Bylaws of this Corporation shall be made, altered and rescinded by a two-thirds majority vote of the Board of Directors voting at any regular Board of Directors meeting or at a special meeting called for that purpose.

ARTICLE VI.
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of not less than three (3) voting Directors and no more than nine (9) voting Directors and by such other officers of the Corporation as the Corporation may hereafter see fit to name and designate. The number of Directors may be increased or decreased from time to time by the Bylaws of the Corporation, but shall never be less than three (3) voting members or more than nine (9) voting members. The initial Board of Directors shall consist of six (6) Directors. The initial Board of Directors consisting of six (6) Directors shall be composed of those persons hereinafter named:

Chris Brauckmuller
P.O. Box 3669
Winter Haven, FL 33885

Dennis W. Young
254 Lake Tennessee Drive
Auburndale, FL 33823

Paula D. McCurdy
4009 Carey Court
Auburndale, Florida 33823

William M. Vanderpool, Jr.
4898 Lake Juliana Reserve
Auburndale, Florida 33823

Chris Thompson
667 Old Berkley Road
Auburndale, Florida 33823

Randall Borland
4824 Lake Juliana Reserve Drive
Auburndale, Florida 33823

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 held. The method of election of Directors shall be set forth in the Bylaws.

ARTICLE VII.
INCORPORATOR

The name and address of the incorporator is as follows:

David D. Hallock, Jr.
GrayRobinson, P.A.
One Lake Morton Drive
Lakeland, Florida 33801

ARTICLE VIII.
MEMBERSHIP

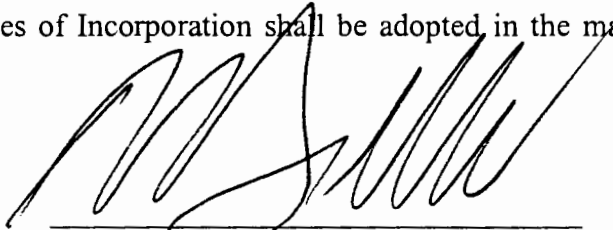
The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights, privileges and responsibilities of members shall be set forth in the Bylaws.

**ARTICLE IX.
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is One Lake Morton Drive, Lakeland, Florida 33801 and the name of the Corporation's initial registered agent at that address is David D. Hallock, Jr.

**ARTICLE X.
AMENDMENTS**

Any amendments to these Articles of Incorporation shall be adopted in the manner set forth in the Bylaws.

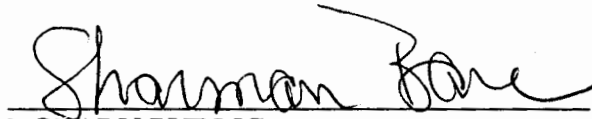


David D. Hallock, Jr., Incorporator

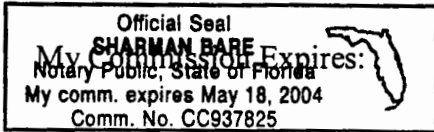
STATE OF FLORIDA
COUNTY OF POLK

THE FOREGOING INSTRUMENT was acknowledged before me this 2ND day of March, 2004, by DAVID D. HALLOCK, JR., who is personally known to me or who has produced a Florida driver's license as identification, and who did not take an oath.

(Affix Notary Seal)



NOTARY PUBLIC



(Type or Print Name of Notary)

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREED 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. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

SIGNATURE:



DAVID D. HALLOCK, JR.

DATE: 3/2, 2004