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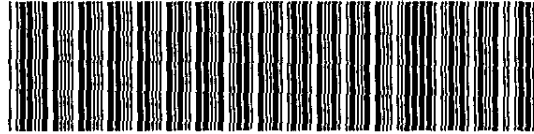
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

TRANSMITTAL LETTER

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

SUBJECT: National Tutoring Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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 &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Dr. Sandi Ayaz
Name (Printed or typed)
2520 Portland Dr
Address
Lakeland FL 33811
City, State & Zip
863-619-8603
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 18, 2004

DR. SANDI AYAZ
2520 PARKLAND DR.
LAKELAND, FL 33811

SUBJECT: NATIONAL TUTORING ASSOCIATION, INC.
Ref. Number: W04000031461

We have received your document for NATIONAL TUTORING ASSOCIATION, INC.. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 604A00050840

ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. , (Not for Profit)

NATIONAL TUTORING ASSOCIATION, INC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I

NAME

Section 1.1. Name. The name of this Corporation shall be NATIONAL TUTORING ASSOCIATION, INC. hereinafter referred to as "Corporation".

ARTICLE II
PRINCIPAL OFFICE

Section 2.1 The principal place of business and mailing address of this corporation shall be:
2520 Parkland Dr
Lakeland FL 33811

ARTICLE III

PURPOSES

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3.1 The purposes of corporation are:

- a. To foster the advancement of tutoring to enhance student academics.
- b. Provide a network through which current trends in tutorial practice can be identified and innovations disseminated
- c. Enhance the status of professionals, paraprofessionals and students working as academic tutors
- d. Stimulate research in the field of tutoring by offering a forum at which information can be shared

- e. Work collaboratively with other national, regional and state organizations and persons having purposes supportive of, or in harmony with, the concerns of NTA
- f. To perform any purpose which not-for-profit corporations are authorized under the "Act".

ARTICLE IV

MANNER OF ELECTION

Section 4.1. General Powers. The control and management of the affairs of the Corporation shall be vested in its Board of Directors.

Section 4.2. Number and Tenure. The number of Directors shall be not less than five (5) nor more than ten (10) Directors. Candidates to the Board of Directors will be invited to the Board of Directors by the current Board and confirmed at a properly called meeting of the NTA board. The NTA Board shall meet no less than 4 times per year, including meeting at the annual conference. The term of office of each director shall be 3 years. There shall not be a limit to the number of terms an individual may serve on the board. The Board of Directors shall have the right to increase or decrease within the limits prescribed by the Articles of Incorporation the number of Directors by a vote of the majority of the Directors present at a properly called meeting of the Board of Directors. *The Directors shall be protected from personal liability to the fullest extent permitted by law.*

Section 4.3. Quorum. A majority of the entire Board of Directors shall constitute a quorum. However, when filling vacancies occurring in the Board of Directors, a majority of the existing Directors shall constitute a quorum.

Section 4.4. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.5. Power to Appoint Executive Committee. The Board of Directors shall have power to appoint by resolution adopted by a majority of the entire Board an executive committee composed of two or more Directors, who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation between meetings of the Board.

Section 4.6. Power to Elect and Appoint Officers. The Board of Directors shall elect a Chair, and Chair Elect. The Board shall have the power to elect such other officers and agents as the Board may deem necessary for transaction of the business of the Corporation. Any officer or agent may be removed by the Board of Directors whenever in the judgment of the Board the interests of the Corporation will be served thereby. The Board shall also have power to fill any vacancy in any office occurring for any reason whatsoever.

Section 4.7. Executive Director. The Board of Directors may hire an Executive Director to carry out the daily business of the NTA. The term and conditions of employment shall be negotiated with candidate and approved by majority Board vote. The Executive Director may be a sitting board member or officer. Duties of the Executive Director shall be outlined and ratified by the Board.

ARTICLE V

INITIAL DIRECTORS

Section 5.1. The initial Directors of the Corporation shall be:

Michael S. Chambers
10968 NW 21st Street
Coral Springs FL 33071

Dr. Sandi Ayaz
2520 Parkland Dr
Lakeland FL 33811

Cathy Nuse
664 Laurel Wood Dr
Marietta GA 30064

Laura Symons
1174 Caravan Dr
Bedford VA 24523

Dr. Scarlett Spears Studdard
92 Douglas Dr
Jefferson GA 30549

ARTICLE VI

DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, 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 VII

INITIAL REGISTERED AGENT

Section 6.1 The initial registered agent for the corporation shall be:

Dr. Sandi Ayaz
2520 Parkland Dr
Lakeland FL 33811

ARTICLE VIII

INCORPORATOR

Section 7.1. The incorporator for the corporation is :

Dr. Sandi Ayaz
2520 Parkland Dr
Lakeland FL 33811

ARTICLE IX


CORPORATE EXISTENCE

Section 9.1 The corporate existence for this corporation shall begin effective as of August 18, 2004.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Registered Agent



Incorporator

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TALLAHASSEE, FLORIDA