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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION  
WELLINGTON GILBERT LEARNING CENTER, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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ARTICLES OF INCORPORATION

OF

WELLINGTON GILBERT LEARNING CENTER, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is WELLINGTON GILBERT LEARNING CENTER, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and the principal office address of the corporation is 17723 NW 62<sup>nd</sup> PL N, HIALEAH, FL 33015.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue NINE Thousand (9,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: EFFECTIVE DATE

These articles of incorporation shall be effective January 01, 2012.

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**ARTICLE VII: PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

**ARTICLE VIII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's initial registered office is 17723 NW 62<sup>nd</sup> PL N, HIALEAH, FL 33015 and the registered agent at that office is MEALIE GILBERT.

**ARTICLE IX: INITIAL BOARD OF DIRECTORS**

The Corporation shall have THREE (3) director(s) constituting the initial Board of Directors. The number of director(s) may be increased or decreased from time to time by the bylaws.

The initial Board of Director(s) of the Corporation shall be comprised of:

MEALIE GILBERT, PRESIDENT 17723 NW 62 <sup>nd</sup> PL N HIALEAH, FL 33015	HELEN WELLS, VICE-PRESIDENT 20625 NW 24 <sup>th</sup> AVENUE MIAMI GARDENS, FL 33054
NATALIE GILBERT, SECRETARY 17723 NW 62 <sup>nd</sup> PL N HIALEAH, FL 33015	

**ARTICLE X: INCORPORATOR**

The incorporator(s) of the Corporation are as follows:

MEALIE GILBERT, PRESIDENT  
17723 NW 62<sup>nd</sup> PL N  
HIALEAH, FLORIDA 33015

IN WITNESS WHEREOF, I, MEALIE GILBERT, the undersigned incorporator, have signed these Articles of Incorporation on this 14<sup>th</sup> day of DECEMBER 2011, and acknowledged the same to be my act.

  
\_\_\_\_\_  
MEALIE GILBERT

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That WELLINGTON GILBERT LEARNING CENTER, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of HIALEAH, County of MIAMI-DADE, State of Florida, has named MEALIE GILBERT at, 17723 NW 62<sup>nd</sup> PL N in the City of HIALEAH, County of MIAMI-DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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.

BY: Mealie Gilbert  
MEALIE GILBERT

DATE: DECEMBER 14, 2011

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