

F98000002173

TRANSMITTAL LETTER

TO: Qualification/Registration Section
Division of Corporations

SUBJECT: The Learning Initiative Incorporated
(Name of Corporation)

900002490809--8
-04/16/98--01081--002
*****78.75 *****78.75

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conducts its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Thomas A. Williamson, President
(Name of Person)

The Learning Initiative Inc.
(Firm/Company)

316 West 12th Street, Suite 211
(Address)

Austin, Texas 78701-1840
(City, State and Zip Code)

FILED
98 APR 16 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Thomas A. Williamson at (512) 708 - 9369
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:*

1. The Learning Initiative Incorporated
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Texas
(State or country under the law of which it is incorporated)
3. 74-2859814
(FEI number, if applicable)
4. October 10, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. May 5, 1998
(Date corporation first conducted Affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)
7. The Learning Initiative
316 West 12th Street
Austin, TX 78701-1840
(Current mailing address)
8. Professional development programs for educators
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Dr. Nicholas Gledich
(Name)

1003 Featherstone Circle
(Office address)

Ocoee, Florida 34761-3411
(City) (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Nicholas Gledich
(Registered agent's signature)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address only- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Wayne H. Holtzman, Ph.D.

Address: 3300 Foothill Drive
Austin, Texas 78731

Vice Chairman: N/A

Address: _____

Director: Nora E. Gledich

Address: 1003 Featherstone Circle
Ocoee, Florida 34761-3411

Director: William J. Wisneski

Address: 786 Strawberry Hill Road
Concord, Massachusetts 01742

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Thomas A. Williamson

Address: 3400 Mt. Bonnell Road
Austin, Texas 78731 5850

Vice President: Kathryn W. Williamson

Address: 3400 Mt. Bonnell Road
Austin, Texas 78731 5850

Secretary: Angela Smith

Address: 9209 Simmons Road, Austin, Texas 78759

Treasurer: A. Baker Duncan

Address: 610 Garraty, San Antonio, Texas 78209

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Thomas A. Williamson
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Thomas A. Williamson, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA



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TALLAHASSEE, FLORIDA

The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

THE LEARNING INITIATIVE
File No. 1463627-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on April 8, 1998.*



Alberto R. Gonzales
Secretary of State

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