

ccrs

103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

LA90000006224

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 9-30-99

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-09/30/99--01024--021
****337.50 ****337.50

REF. #: 0174

CORP. NAME: International Center for Excellence
in Education, L.L.C.

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|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# 106 FOR \$ 337.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

☒ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING ☐ PLAIN STAMPED COPY

Examiner's Initials

Name	Availability	<input type="checkbox"/> PLAIN STAMPED COPY
Document Examiner	MJH	
Updater		
Updater Verifier		
Acknowledgement		
W. P. Verifier		

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DIVISION OF CORPORATIONS
99 SEP 30 AM 9:49

RECEIVED
99 SEP 30 AM 10:25
TALLAHASSEE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

INTERNATIONAL CENTER FOR EXCELLENCE
IN EDUCATION, L.L.C.,
a Florida limited liability company

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99 SEP 30 AM 9:49

ARTICLE I
NAME

The business and affairs of the Limited Liability Company shall be conducted under the name of:

INTERNATIONAL CENTER FOR EXCELLENCE
IN EDUCATION, L.L.C.

ARTICLE II
PURPOSES AND POWERS

The Limited Liability Company may engage in any lawful activity or business permitted under the laws of the United States and the State of Florida. The Limited Liability Company has the power to do all things necessary or convenient to carry out its lawful business and affairs, including, without limitation, those powers specifically enumerated in Chapter 608 of the Florida Statutes.

ARTICLE II
DURATION; DISSOLUTION

The Limited Liability Company shall continue in existence perpetually, unless the Limited Liability Company is earlier dissolved and its affairs wound-up in accordance with the provisions of these Articles of Organization, Chapter 608 of the Florida Statutes, or under the Operating Agreement and/or Regulations of the Limited Liability Company. The Limited Liability Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any event which terminates the continued membership of any Member as a matter of law, unless more than fifty percent (50%) in interest of the remaining Members consent to the continued existence of the Limited Liability Company within ninety (90) days after the occurrence of such event.

ARTICLE III
PRINCIPAL OFFICE

The street address and the mailing address of the principal place of business of the Limited Liability Company within the State of Florida shall be:

2828 S. Tamiami Trail
Sarasota, Florida 34239

ARTICLE IV
INITIAL REGISTERED AGENT/OFFICE

The Limited Liability Company's registered office and its initial registered agent shall be:

William E. McComb
2828 S. Tamiami Trail
Sarasota, Florida 34239

ARTICLE V
ADMITTANCE OF NEW MEMBERS

No new Member shall be admitted without the prior written consent of Members holding more than fifty percent (50%) of the outstanding Units of the Limited Liability Company. A Member shall not so consent unless the proposed new Member shall accept, in a form satisfactory to the Managers, all the terms and conditions of the Operating Agreement and/or Regulations of the Limited Liability Company, including the representations and warranties contained therein and the proposed new Member shall have furnished the Limited Liability Company with an opinion of counsel, satisfactory in form and substance to such Members that the proposed transfer will not violate any federal or applicable state securities law and that the proposed transfer will not adversely affect the Limited Liability Company from being taxed as a partnership for federal income tax purposes.

ARTICLE VI
MANAGEMENT AND POWERS

The business and affairs of the Limited Liability Company shall be managed by one or more Managers elected by Members holding more than fifty percent (50%) of the outstanding Units of the Limited Liability Company. All such powers of the Limited Liability Company shall be exercised only by or under the authority of such Manager(s), except as otherwise provided by law, Chapter 608 of the Florida Statutes, these Articles of Organization, the Operating Agreement and/or the Regulations of the Limited Liability Company. The following is a list of names and addresses of the duly elected Manager(s), each to serve until their successor shall have been duly elected and qualified:

William E. McComb
2828 S. Tamiami Trail
Sarasota, Florida 34239

David S. Band
240 S. Pineapple Avenue, 10th Floor
Sarasota, Florida 34236

Richard Odell
330 W. 10th Street
Traverse City, MI 49684

ARTICLE VII
INDEMNIFICATION

The Limited Liability Company shall indemnify the Manager(s) and Member(s) to the fullest extent permitted or required by the Act, as amended from time to time. The Limited Liability Company may also indemnify its employees and other representatives or agents up to the fullest extent permitted under the Chapter 608 of the Florida Statutes or other applicable law, provided that the indemnification in each such situation is first approved by a majority of the Members.

ARTICLE VIII
AMENDMENT

These Articles of Organization and the Operating Agreement and/or Regulations of this Limited Liability Company may only be amended by Members holding more than fifty percent (50%) of the outstanding Units of the Limited Liability Company.

IN WITNESS WHEREOF, these Articles of Organization have been executed as of the
29th day of September, 1999.

WITNESSES:

Gina M. Kaelin
Print Name GINA M. KAE LIN

William E. McComb
William E. McComb

Cynthia L. Snyder
Print Name CYNTHIA L. SNYDER

Gina M. Kaelin
Print Name GINA M. KAE LIN

David S. Band
David S. Band

Cynthia L. Snyder
Print Name CYNTHIA L. SNYDER

Gina M. Kaelin
Print Name GINA M. KAE LIN

Richard Odell
Richard Odell

Cynthia L. Snyder
Print Name CYNTHIA L. SNYDER

"MANAGERS"

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is:

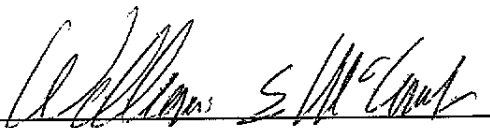
INTERNATIONAL CENTER FOR EXCELLENCE IN EDUCATION , L.L.C.

2. The name and the Florida street address of the registered agent are:

William E. McComb
2828 S. Tamiami Trail
Sarasota, Florida 34239

Having been named to accept service of process for the above stated Limited Liability Company 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 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.

Date: 9/29/99



William E. McComb

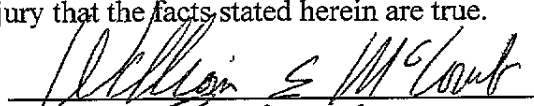
“REGISTERED AGENT”

AFFIDAVIT OF MEMBERS AND CAPITAL CONTRIBUTIONS

The undersigned Managers or Authorized Representatives of the Members of INTERNATIONAL CENTER FOR EXCELLENCE IN EDUCATION, L.L.C., a Florida limited liability company, certifies as follows:

1. The above named Limited Liability Company has at least one Member;
2. The total amount of cash contributed by the Member(s) is \$200.00;
3. The agreed value of property other than cash contributed by Member(s) is \$0;
(A description of the property is attached and made a part hereto); and
4. The total amount of cash and property contributed and anticipated to be contributed by Member(s) is \$100,200.00.

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



William E. McComb



David S. Band



Richard Odell

“MANAGERS”

STATE OF FLORIDA

COUNTY OF Manasota

The foregoing instrument was acknowledged before me this 29th day of September, 1999, by William E. McComb, Manager, International Center for Excellence in Education, L.L.C., a Florida limited liability company, who is personally known to me ~~or who has produced~~ as identification and who did (did not) take an oath.



BENJAMIN R. HANAN
Notary Public, State of Florida
My Comm. Exp. Nov. 30, 2001
Comm. No. CC 699317



Notary Public
Print Name

My Commission Expires:

STATE OF FLORIDA
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 29th day of September, 1999, by David S. Band, Manager, International Center for Excellence in Education, L.L.C., a Florida limited liability company, who is personally known to me ~~or who has produced~~ as identification and who did (did not) take an oath.



BENJAMIN R. HANAN
Notary Public, State of Florida
My Comm. Exp. Nov. 30, 2001
Comm. No. CC 699317

[Signature]
Notary Public
Print Name _____

My Commission Expires:

STATE OF FLORIDA
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 29th day of September, 1999, by Richard Odell, Manager, International Center for Excellence in Education, L.L.C., a Florida limited liability company, who is personally known to me ~~or who has produced~~ as identification and who did (did not) take an oath.



BENJAMIN R. HANAN
Notary Public, State of Florida
My Comm. Exp. Nov. 30, 2001
Comm. No. CC 699317

[Signature]
Notary Public
Print Name _____

My Commission Expires:

PROPERTY DESCRIPTION ATTACHMENT

INTERNATIONAL CENTER FOR EXCELLENCE
IN EDUCATION, L.L.C.

No property contributed other than cash as set forth in Affidavit.