

TRANSMITTAL LETTER

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

N000000001263

SUBJECT:

Jacksonville Learning Institute, Inc.  
(Proposed corporate name - must include suffix)

300003149183--7  
-02/28/00--01025--007  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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 of  
Status

ADDITIONAL COPY REQUIRED

FROM:

Janetta G. Norman

Name (Printed or typed)

1497 West 21<sup>st</sup> Street

Address

Jacksonville, FL 32209

City, State & Zip

(904) 355-7822

Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 FEB 28 AM 9:27

APPROVED  
AND  
FILED

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 FEB 28 AM 9:16

RECEIVED

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

T. SMITH FEB 28 2000

**ARTICLES OF INCORPORATION**  
**OF**  
**JACKSONVILLE LEARNING INSTITUTE, INC.**

We, the members of JACKSONVILLE LEARNING INSTITUTE, INC.  
the undersigned hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

**ARTICLE I**

**Name of Corporation**

The name of the corporation shall be JACKSONVILLE LEARNING INSTITUTE, INC.

**ARTICLE II**

**Corporate Nature**

This is a nonprofit corporation, organized for the operation, of any and all lawful business.

**ARTICLE III**

**Duration**

The term of existence of the corporation is perpetual and begins its existence five (5) business days from the date of filing.

**ARTICLE IV**

**General and Specific Purposes**

The specific and primary purposes for which this corporation is formed are:

- A. For charity, education, cultural pursuits, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. To operate exclusively for charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 FEB 28 AM 9:27

APPROVED  
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FILED

## ARTICLE V

### **Management of Corporate Affairs**

- A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three provided however, that such number may be changed by a By-Law duly adopted by the members.

The 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 named, if necessary. This Board (consisting of the directors and the officers) shall be the School Governance Body.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualifications of the successors in office. Annual meetings shall be held on the first Thursday in December of each year at such place or places as the Board of Directors may designate from time to time by resolution.

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 members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such 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 which relates to action so taken 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 the By-Laws for this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

#### Name

#### Address

FAAYZAH A. EDWARDS, B.S.

C/O 1880 WEST EDGEWOOD AVENUE  
JACKSONVILLE, FL 32208

MARY FRANCES GREEN, M.ED.

C/O 1880 WEST EDGEWOOD AVENUE  
JACKSONVILLE, FL 32208

MARTHA M. JOHNSON, M.ED.	1591 SOUTH LANE AVENUE # 118 G JACKSONVILLE, FL 32210
MARC LITTLE	C/O 1880 WEST EDGEWOOD AVENUE JACKSONVILLE, FL 32208
MARGARET McCLAIN, B.S.	1544 RAVEN DRIVE SOUTH JACKSONVILLE, FL 32218
MARY S. MERIDETH, B.S.	2367 ISLAND SHORE DRIVE SOUTH JACKSONVILLE, FL 32218
HARRIETTE JACKSON REDDICK, B.A.	4731 CASTLEWOOD DRIVE EAST JACKSONVILLE, FL 32206

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

**NAME AND ADDRESS**

JAMES E. HURST, JR., ED.D.(PRESIDENT)	C/O 1880 WEST EDGEWOOD AVENUE JACKSONVILLE, FL 32208
EDWARD HOLT, (VICE PRESIDENT)	1208 EAST THIRD STREET JACKSONVILLE, FL 32206
EMMA L. MORAN, ED.D. (SECRETARY)	8044 MATTOX AVENUE JACKSONVILLE, FL 32219
ROBERT MORGAN (TREASURER)	C/O 1880 WEST EDGEWOOD AVENUE JACKSONVILLE, FL 32208
JANETTA G. NORMAN, ED.D. (EXECUTIVE DIRECTOR)- EX OFFICIO MEMBER	1497 WEST 21ST STREET JACKSONVILLE, FL 32209

**ARTICLE VI**

**Earnings and Activities of Corporation**

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in article IV hereof.
- B. No substantial part of the activities of the corporation shall be the

carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, and intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

- C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE VII**

##### **Distribution of Assets**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes and to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE VIII**

##### **Membership**

The qualification for members and the manner of their admission shall be regulated by the by-laws for this corporation.

#### **ARTICLE IX**

##### **Incorporators**

The name and residence address of the Incorporator of this corporation is JANETTA G.

NORMAN, ED.D., 1497 WEST 21ST STREET, Jacksonville, FL 32209.

#### **ARTICLE X**

##### **Amendment of By-Laws**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation's Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the By-Laws.

#### **ARTICLE XI**

##### **Dedication of Assets**

The property of this corporation is irrevocably dedicated to education, 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 thereof, or to the benefit of any private individual.

#### **ARTICLE XII**

##### **Registered Agent And Office**

The name and address of the corporation's registered officer is JANETTA G. NORMAN, ED.D., 1497 WEST 21ST STREET, Jacksonville, FL 32209.

#### **ARTICLE XIII**

##### **Amendment of Articles**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of member for their vote in the manner set forth in the By-Laws of this corporation.

#### **ARTICLE XIV**

##### **Indemnification**

This corporation shall indemnify an officer or Board Member, to the full extent permitted by law.

#### **ARTICLE XV**

**Principal Place of Business**

The principal place of business is 1497 WEST 21ST STREET, Jacksonville, FL 32209.

I, the undersigned, being the Incorporator of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 25th day of February, 2000 retroactive to the effective date of filing.

WITNESSED BY:

X Sheryl L. Gamm

X Doni Davis

Janetta G. Norman  
JANETTA G. NORMAN, EXECUTIVE  
DIRECTOR

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared, JANETTA G. NORMAN, who, after first being duly sworn, deposes and says that she is the person described in the foregoing Articles of Incorporation and she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 25th day of

February, 2000.

Channie A. Willbright  
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

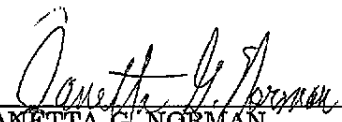
\_\_\_\_\_ personally known to me

X produced identification FL license



ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep my office open during prescribed hours; to post my name and address (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in my office as required by law. I am familiar with, and accept, the obligations provided for in Section 607.325 Florida Statutes.

  
JANETTA G. NORMAN  
1497 WEST 21 ST STREET  
Jacksonville, Florida 32209  
(904) 355-7822

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