

TRANSMITTAL LETTER

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

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-06/26/00--01099--011  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: FLORIDA LEARNING INSTITUTE, 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: DAVID. M. BOWERS  
Name (Printed or typed)

717 ALTALOMA AVENUE, SUITE A  
Address

ORLANDO, FLORIDA 32803  
City, State & Zip

407-898-1266  
Daytime Telephone number

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

FILED  
00 JUN 26 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

gk6/28

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

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

Section 1.1. The name of the corporation is Florida Learning Institute, Inc., (the "Corporation").

**ARTICLE II  
DURATION**

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

**ARTICLE III  
NON-STOCK CORPORATION**

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue Certificates of Membership.

**ARTICLE IV  
PURPOSE**

Section 4.1. The purposes for which the Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended. The Florida Learning Institute, Inc. will promote the creation of a Florida education industry and the export of Florida public and private educational programs to international locations. The Corporation will development educational opportunities for member public and private educational institutions in Asia and Latin America and maintain support services for those participating member institutions. The Florida Learning Institute, Inc. will seek grants for member institutions in support of international education programs and programs related to international economic development. The Corporation will develop and manage such other programs as necessary to further the best interests of Florida international education.

Section 4.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organization whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.

Section 4.3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

FILED  
00 JUN 26 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Prepared by: David M. Bowers  
President  
PCE, Inc.  
717 Altaloma Avenue, Suite A  
Orlando, Florida 32803

Section 4.4. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4.5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.7. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.8. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.9. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.10. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 4.11. Upon the 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 the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious 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 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation 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 V MEMBERS

Section 5.1. This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

#### ARTICLE VI DIRECTORS

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two (2) Directors are present. The affirmative vote of any two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

- 6.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.
- 6.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.
- 6.1.3. Organization of a subsidiary or affiliate by the Corporation.
- 6.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 6.2. The initial Board of Directors shall consist of the following members elected in accordance with this Section 6.2 and the Bylaws:

<u>Name</u>	<u>Address</u>
Mr. David M. Bowers	President PCE, Inc. 717 Altaloma Avenue Suite A Orlando, Florida 32803
Mr. Martin C. Wu	Chairman, Apollo International, Inc. 717 Altaloma Avenue Suite A Orlando, Florida 32803
Mr. Roy Hinton	Executive Director Bush Executive Center Crummer Graduate School of Business Rollins College 1000 Holt Avenue – 2722 Winter Park, Florida 32789-2402
Dr. Larry D. Moulds	President Electronic Learning Institute, Inc. 12033 92 <sup>nd</sup> Way Largo, Florida 33773-0394
Madame. Qing Hua Liang	Professor 14834 Day Lily Court Orlando, Florida 32834
Mr. Jim Yu	Professor 6000 Oakbend Street #7207 Orlando, Florida 32835

Section 6.3. The term of office of an elected Director shall be three (3) years and shall expire, regardless of whether or not a successor shall have been duly elected and qualified. The terms of elected Directors shall be staggered so that one third of the directors shall be elected in any given year

ARTICLE VII  
ADDRESS

Section 7.1. The street address of the principal office of this corporation in the State of Florida is:

717 Altaloma Avenue  
Suite A  
Orlando, Florida 32803

The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

ARTICLE VIII  
REGISTERED AGENT AND REGISTERED OFFICE

Section 8.1. The registered agent and registered office of the Corporation shall be:

<u>Name</u>	<u>Address</u>
David M. Bowers	717 Altaloma Avenue Suite A Orlando, Florida 32803

ARTICLE IX  
AMENDMENT

Section 9.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

ARTICLE X  
BYLAWS

Section 10.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation, which shall be subordinate only to the Articles of Incorporation, and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

ARTICLE XI  
INCORPORATOR

Section 11.1. The name and address of the incorporator of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
David M. Bowers	717 Altaloma Avenue Suite A Orlando, Florida 32803

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9<sup>th</sup> day of June 2000.

INCORPORATOR

  
David M. Bowers

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

In pursuance of Section 48.091 and Section 607.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

Florida Learning Institute, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Orlando, County of Orange, State of Florida, has named David M. Bowers, located at 717 Altaloma Avenue, Suite A in the City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

**REGISTERED AGENT**

David M Bowers  
David M. Bowers

Date: June 23, 2000

FILED  
00 JUN 26 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA