

NO00000004840

Susan L. Eberle, P.A.

Attorney at Law

*Susan L. Eberle, Attorney
Bertha A. Arroyo, Paralegal*

*320 N. Magnolia Avenue
Suite A-9
Orlando, Florida 32801
Phone: (407) 872-0991
Fax: (407) 872-0883*

July 19, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-07/20/00--01081--002
*****78.75 *****78.75

Re: Recording Articles of Incorporation

Dear Sir or Madam:

Enclosed you will find the original, and one copy, of the Articles of Incorporation for The Learning Center Foundation, Inc. for recording. I have enclosed a check in the amount of \$78.75 to cover this cost.

I have also enclosed a return FedEx label for return of the date stamped copy of the Articles of Incorporation. Please return this copy as soon as possible, as there is a fundraiser coming up within the next few weeks, and we must obtain a EIN.

Thank you for your assistance with this matter. If you have any questions, please feel free to contact this office.

Respectfully,

Bertha A. Morales

Bertha A. Morales
Paralegal

BAM
Enclosures

00 JUL 20 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FL 32314

7-24
WCC

**ARTICLES OF INCORPORATION
OF
THE LEARNING CENTER FOUNDATION, INC.**

FILED
00 JUL 20 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A corporation not for Profit

We, the undersigned, with other persons, being desirous of forming a corporation not for Profit under the provisions of Chapter 617, Florida Statutes, do agree to the following:

ARTICLE I - NAME

This organization, hereinafter referred to as the "Corporation" shall be known as THE LEARNING CENTER FOUNDATION, INC."

ARTICLE II - OBJECTIVES

Section 1. The purposes of the Corporation are exclusively charitable, religious, scientific, literary, or educational within the meaning of Section 501 (c) (3) of the United States Internal Revenue Code of 1986, as amended. The Corporation shall operate to obtain scholarship funds to provide students the opportunity to obtain assistance and an eclectic education at THE LEARNING CENTER, INC., and conduct such activities of such nature as may be deemed necessary and desirable to further the objectives of the Corporation. In addition, the Corporation shall exercise all of the rights, powers and privileges afforded corporations not for profit under the laws of the State of Florida as they presently exist and may hereafter be amended, including the right to acquire by purchase, lease, gift, or otherwise real and personal property of whatever nature or description, including choses in action, wherever situate, and to hold, possess, enjoy, mortgage, alienate and dispose of the same in accordance with law and the Bylaws of the Corporation.

Section 2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director, officer, or member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and reasonable expenses may be paid thereto, affecting one or more of the Corporation's purposes), and no director, 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. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office at any time.

Section 3. 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, or corresponding provisions of any subsequent federal tax laws.

Section 4. The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 5. The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 6. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 7. The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 8. 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 be amended from time to time, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and the Regulations as they may now exist or as they may be hereafter amended.

Section 9. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of 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 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE III - MEMBERSHIP

Section 1. The membership of this Corporation shall consist of the Board of Directors as elected from time to time as provided for in the Corporation's Bylaws.

Section 2. A class of membership designated as the Board of Governors may be established by the Board of Directors consisting of persons who are desirous of furthering the objectives of the Corporation. Such members shall participate in the affairs of the Corporation as provided in the Corporation's Bylaws.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V - SUBSCRIBERS

The names and residences of the Subscribers to these Articles of Incorporation are:

DAVID PENN
11315 Zodiac Drive
Orlando, Florida 32837

ARTICLE VI - OFFICERS

Section 1. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer and such other officers as may be provided for in the Bylaws.

Section 2. The names of the persons who are to serve as the initial officers of the Corporation until the first meeting of the Board of Directors are:

President:	David Penn
Vice President:	Robin Penn
Secretary:	David Penn
Treasurer:	Robin Penn

The officers shall be elected at an annual meeting of the Board of Directors or as otherwise provided in the Bylaws.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The business affairs of the Corporation shall be managed by the Board of Directors. The number of directors shall be set in the Bylaws of the Corporation but shall not be less than three. Each member of the Board, and replacements on the Board, shall be nominated to that position by a nominating committee established by the Board of Directors. Directors shall serve a three year staggered term as set forth in the Bylaws. Provision for the removal of a Director shall be as provided for in the Bylaws.

Section 2. The initial Board of Directors who shall hold office until the first meeting are:

David Penn
11315 Zodiac Drive
Orlando, Florida 32837

Robin Penn
11315 Zodiac Drive
Orlando, Florida 32837

Malia Brady
731 Golfview Street
Orlando, Florida 32804

ARTICLE VIII - EXECUTIVE COMMITTEE AND OTHER COMMITTEES

There may be an Executive Committee whose membership and duties will be set forth in the Bylaws of the Corporation. Other committees shall be established from time to time by the Board of Directors in accordance with the Bylaws.

ARTICLE IX - BYLAWS

Section 1. The Board of Directors shall adopt such Bylaws for the conduct of its business and the carrying out of its objectives as it deems necessary.

Section 2. Bylaws may be adopted, amended, altered or rescinded by a two-thirds majority vote of all members of the Board of Directors upon notice in writing setting forth the content of such proposed action.

ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended by the Board of Directors by a two-thirds majority of all members of the Board of Directors at a special meeting called for such purpose or at the Annual Meeting of the Board.

ARTICLE XI - LOCATION

The initial registered office of the Corporation shall be at 320 N Magnolia Avenue, Suite A-9, Orlando, Florida 32801, or at such other location as the Board of Directors may from time to time select. The initial Registered Agent of the Corporation is SUSAN L. EBERLE at said address.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 12th day of July, 2000, for the purpose of forming this Corporation not for Profit under the laws of the State of Florida.



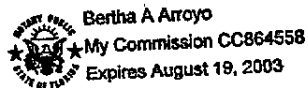
DAVID PENN


STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **DAVID PENN**, X who is known to me or ____ who has produced a valid Florida Driver's License as identification, as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to these Articles of Incorporation, and who **did**/did not take an oath.

WITNESS my hand and official seal in the State and County named above this 12th day of July, 2000.




BERTHA A. ARROYO
Notary Public
My Commission Expires: 8/19/03

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

IN COMPLIANCE WITH Chapter 617, *Florida Statutes*, the following is submitted:

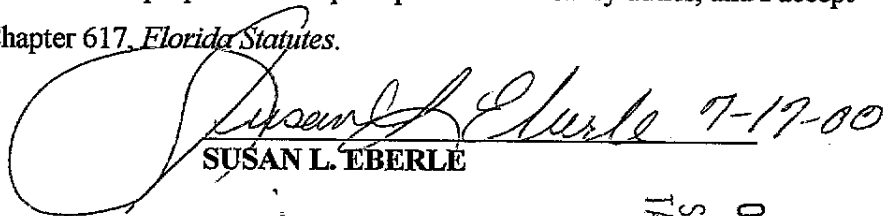
THE LEARNING CENTER FOUNDATION, INC. with it's principal place of business at
11315 Zodiac Drive, Orlando, Florida 32837, has named **SUSAN L. EBERLE**, located at **320 N.
Magnolia Avenue, Suite A-9, Orlando, Florida 32801** as its Agent to accept service of process
within the State of Florida.

THE LEARNING CENTER FOUNDATION, INC.

By: 
DAVID PENN

Acceptance By Registered Agent

Having been named to accept service of process for the above stated Organization, at the place
designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with
the provisions of all Statues relative to the proper and complete performance of my duties, and I accept
the duties and obligations of Chapter 617, *Florida Statutes*.

 7-17-00
SUSAN L. EBERLE

FILED
00 JUL 20 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA