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Law Office
of

KRISTEN M. JACKSON

5728 Major Blvd., Suite 256
Orlando, Florida 32819
www.lawyers.com/kmjackson

Telephone (407) 363-9020
Facsimile (407) 363-9558
E-mail: kmjacklaw@aol.com

August 16, 2000

EFFECTIVE DATE
9-15-00

Katherine Harris, Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

RE: Metro Planning Education Systems, Inc.

700003399704--6
-09/20/00--01083--001
****122.50 *****78.75

Dear Sir or Madam:

Enclosed are the following for filing:

1. Articles of Incorporation for Metro Planning Education Systems, Inc. - one original and one copy
2. Check for \$122.50 for the filing of Articles of Incorporation and for a certified copy

Please file all of the Articles and return the certified copy to the above address.

If you have any questions please contact me.

Sincerely,


Kristen M. Jackson

enc.

D. BROWN SEP 21 2000

EFFECTIVE DATE

9-15-00

FILED

00 SEP 20 AM 8:59

**CLERK OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION
OF**

METRO PLANNING EDUCATION SYSTEMS, INC.

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not-for-profit corporation under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I.
NAME**

The name of this Corporation shall be:

METRO PLANNING EDUCATION SYSTEMS, INC.

**ARTICLE II.
NOT FOR PROFIT**

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible by law.

**ARTICLE III.
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence upon the 15th day of September, 2000, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III.
PURPOSES AND GENERAL POWERS**

The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To provide free public information through educational workshops and seminars to senior citizens, attorneys and certified public accountants on issues related to senior citizens.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV. LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its , Directors or Officers, but 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.

ARTICLE V. VOTING RIGHTS

The Corporation shall have no Members. The sole power and right to vote shall be vested in the Directors.

ARTICLE VI. PRINCIPAL BUSINESS OFFICE

The principal business office of this corporation shall be located at:

5728 Major Blvd., Suite 239, Orlando, Florida 32819

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located 5728 Major Blvd., Suite 239, Orlando, Florida 32819, and the initial registered agent of the Corporation at that address shall be Tilden L. Sowdon. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased from time to time as provided in the Bylaws, but shall never be less than three. The names and street addresses of the initial directors of this Corporation are:

Tilden L. Sowdon
Sheryl A. Sowdon
John E. Jackson

5728 Major Blvd., Suite 239, Orlando, Florida 32819
2261 Kettle Dr., Orlando, Florida 32835
5728 Major Blvd., Suite 256, Orlando, Florida 32819

ARTICLE IX. OFFICERS

The Officers of the Corporation shall consist of a President, Secretary and Treasurer and such other officers and assistant officers as may be provided in the Bylaws. Each Officer shall be elected, and may be removed, by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws.

The name and street address of the Incorporator is:

Tilden L. Sowdon 5728 Major Blvd., Suite 239, Orlando, Florida 32819

**ARTICLE XI.
BYLAWS**

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

**ARTICLE XII.
INDEMNIFICATION**

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its Directors, Officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said Directors, Officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

**ARTICLE XIII.
CONFLICTS OF INTEREST**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation that shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

**ARTICLE XIV.
LIMITED LIABILITY OF DIRECTORS AND OFFICERS**

The private property of the Directors and Officers shall not be subject to payment of the Corporation's debts to any extent.

**ARTICLE XIV.
NONSTOCK BASIS**

This Corporation is organized on a nonstock basis and shall not issue shares of stock.

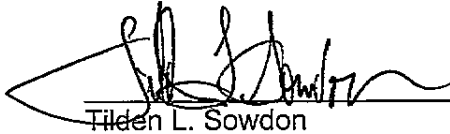
**ARTICLE XV.
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Directors and Officers is subject to this reservation.

**ARTICLE XVI.
HEADINGS AND CAPTIONS**

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 15th day of September, 2000.


Tilden L. Sowdon

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
00 SEP 20 AM 8:59

CLERK OF STATE
TALLAHASSEE, FLORIDA

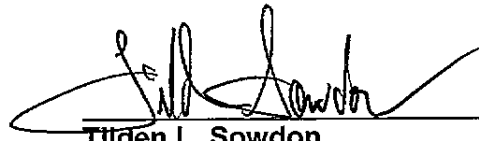
In compliance with Section 48.091, Florida Statutes, the following is submitted:

Tilden L. Sowdon, desiring to organize as a not-for-profit corporation under the laws of the State of Florida, with its registered office at 5728 Major Blvd., Suite 239, Orlando, Florida 32819, has named and designated Tilden L. Sowdon as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, 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 statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 15th day of September, 2000.



Tilden L. Sowdon
Registered Agent