

TRANSMITTAL LETTER

NO1000004515

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

APPROVED
AND
FILED
JUN 27 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: AMERICAN DISTANCE LEARNING INSTITUTIONS ASSOCIATION, 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 of
Status

ADDITIONAL COPY REQUIRED

FROM: ANTHONY B. PORTIGLIATTI
Name (Printed or typed)

6131 SAINT IVES BLVD.
Address

ORLANDO, FL 32819
City, State & Zip

407-896-0101
Daytime Telephone number

NOT RECORDED
NO ACKNOWLEDGE
EFFICIENCY OF FILING

JUN 27 AM 11:57

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

RECEIVED

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*****78.75 *****78.75

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

6/27

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ARTICLES OF INCORPORATION OF
AMERICAN DISTANCE LEARNING INSTITUTIONS
ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA
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The undersigned, being a natural person of the age of eighteen years or more, acting as the incorporator of a corporation, pursuant to Chapter 617 Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

Article 1

The name of the corporation is American Distance Learning Institutions Association, Inc.

Article 2

The corporation is a non-profit corporation. Upon the dissolution, all of the corporation's assets shall be distributed to the State of Florida or an organization exempt from taxes under Internal Revenue Code Section 501 (c) (3) for one or more purposes that are exempt under the Florida franchise tax.

Article 3

The period of the corporation's duration is perpetual.

Article 4

The principal place of business and the mailing address of this Corporation shall be:

1516 E. Colonial Drive, Suite 103
Orlando, FL 32803

The Board of Directors may from time to time move the principal office to any other address in Florida, and so notify the Secretary of State.

Article 5

The purposes for which the corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section(s) of any future federal tax code.

It is the purpose of this Corporation to administer programs to all persons regardless of race, creed or color wherever possible.

The specific purposes of American Distance Learning Institutions Association, Inc. are:

1. To put together all on-line education, virtual education and all other kinds of distance education
2. To serve as an association for all organizations engaged in any kind of distance education.
3. To help government, education and business in subsidiary help with new technology development; implementation of new systems; the interchange of experiences, technology, education and all the systems of long distance education. American Distance Learning Institutions

Association, Inc. will give priority to helping business, education and government in using the new technology of distance education.

Article 6

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have implied powers necessary and proper to carry out its expressed power. Corporation may pay reasonable compensation to members, directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

Article 7

The Corporation shall not pay dividends or other corporate rate income to its members, directors or officers or otherwise accrue distribute profits or permit the realization of private gain. The Corporation shall have no powers to take any action prohibited by the Act.

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501 (c) (3), and related regulations, rulings and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170 (c) (2) and related regulations, ruling, and procedures. Regardless of any other provision in these Articles of Incorporation or State Law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manner that are not furtherance of one or more exempt purposes as set forth and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree;

2. Serve a private interest other than one that is clearly incidental to an overriding public interest;
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings and procedures;
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities;
5. Have objectives that characterize it as an action or organization as defined by the Internal Revenue Code and related regulations, rulings and procedures;
6. Distribute its assets on dissolution other for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the State government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501 (c) (3) to be used to accomplish the general purposes for which the Corporation was organized;
7. Permit any part of the net earning of the Corporation to insure the benefit of any member of the Corporation or any private individual;
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt purposes.

Article 8

The affairs of American Distance Learning Institutions Association, Inc., shall be conducted by the Board of Directors, which shall consist, initially, of four. The number of Directors may be varied from time to time as provided in the By-Laws; however, in no case may the number be less than three as provided in the Florida Statutes. Directors shall be appointed according to the provisions set forth in the By-Laws.

The Directors themselves must possess the qualification of leaders as set forth in the relevant teaching of the New Testament and they shall have the duties as set forth therein. Directors, once in office, shall serve as long as they remain members of the organization unless sooner removed as set forth herein.

The directors shall appoint such other persons as may be necessary to properly administer the programs and carry out the purposes for which the organization is organized. Persons so appointed are subject to the provision of Section 741.07, Florida Statutes, and to any rules or by-laws which may be adopted by the Directors of the Organization.

The Board of Directors will make an effort to act in unanimity. However, all actions of the Board shall be with the concurrence of at least 2/3rds of the Directors, unless otherwise stated.

If any decisions which cannot be successfully resolved at a meeting of the Board of Directors, the matter will be considered and final decision made by the President of the Organization.

Article 9

The street of the initial registered office of the Corporation is

1516 E. Colonial Drive, Suite 103
Orlando, FL 32803

and the registered agent of the Corporation is Anthony B. Portigliatti.

Article 10

The number of directors shall be fixed in the manner provided in the By-Laws of the Corporation. The initial Board of Directors will consist of four directors and the names and addresses of the persons who are to serve as directors until the first meeting of members or until their successors are elected and qualified are:

Anthony B. Portigliatti, 6131 St. Ives Blvd., Orlando, FL 32819

Paulo Roberto Perdigão Maia, 5720 PGA Blvd, Orlando, FL 32839

Bruce W.H. Urich, 2142 Bonanza Avenue, Winter Park, FL 32792

Floralee A. Shindoll, 4601 Judy Drive, Orlando, FL 32829

The initial officers of the corporation are:

Anthony B. Portigliatti, President

Kelly A. Corder, Vice President

Frederico Dalmas Baggio, Technology Director

Cristaiana Mattos Assumpção, Academic Director

Paulo Roberto Perdigão Maia, Marketing Director

Bruce W.H. Urich, Secretary

Floralee A. Shindoll, Treasurer

Other officers may be selected by the Board of Directors. They will serve until the annual meeting which will be called by the Board of Directors to meet annually at their call.

Article 11

A director is not liable to the Corporation or members for monetary damages for an action or omission in direct capacity as director except to the extent otherwise provided by a Statute of the State of Florida.

Article 12

The Corporation may indemnify a person who is or was threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Act governing indemnification. As provided in the By-Laws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, members or other related to the Corporation.

Article 13

All references in these Articles of Incorporation to Statutes, Regulations or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. Amendments may be made at any regularly called meeting of the corporation by the Board of Directors.

Article 14

The name and address of the incorporator is: Anthony B. Portigliatti, 6131 St. Ives Blvd., Orlando, FL 32819

ACCEPTANCE BY REGISTERED AGENT

Anthony B. Portigliatti, who has been a bona fide resident of Florida, hereby accepts his appointment as Registered Agent of American Distance Learning Institutions Association, Inc., to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had of brought against this corporation in any of the courts of Florida: and affirms that his office at the address set forth in the foregoing Articles shall serve as the registered office of the corporation.

Date: June 25, 2001


Anthony B. Portigliatti

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AND
FILED
01 JUN 27 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA