

NO000007680

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

National Association of Professional College Advisors, Inc. 800004656718--8
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- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval

FILED
01 OCT 29 PM 2:04
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

8

ARTICLES OF INCORPORATION

OF

NATIONAL ASSOCIATION OF PROFESSIONAL COLLEGE ADVISORS, INC.

(A Florida corporation not for profit)

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned, for the purpose of forming a non-profit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE ONE

Name. The name of the corporation is NATIONAL ASSOCIATION OF PROFESSIONAL COLLEGE ADVISORS, INC.

ARTICLE TWO

Not For Profit. The corporation is a corporation not for profit as defined in Florida Statutes §617.01401. 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 under law.

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not to be permitted to be carried on by an organization exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE THREE

Duration. The duration of the corporation is perpetual.

ARTICLE FOUR

Purposes. The corporation is organized, and shall be operated exclusively for, the following purposes:

- A. To educate the public to the vast array of services, resources and opportunities available to college-bound students; and to act as a clearinghouse for the many organizations, colleges and universities, which offer such services, resources and financial aid to college-bound students.
- B. To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, within the restrictions of §501(c)(3) of the Internal Revenue Code, 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 any 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.
- D. Notwithstanding anything to the contrary herein, the purposes for which the corporation is organized are exclusively religious, charitable and educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE FIVE

Limitation. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, 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 Four (Purposes) hereof.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in §501(c)(3) and §170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purposes.

ARTICLE SIX

Members. The corporation shall have voting members who shall be elected (and may be removed) by the voting members, and who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws. The Bylaws may also provide for non-voting members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial voting member is as follows:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL O. TRAYNOR	4503 22 nd Ave. W. Bradenton, FL 34209
RON THEM	5334 Crossing Lane Dublin, OH 43016
RICK DARVIS	121 North Main St. Plentywood, MT 59254

ARTICLE SEVEN

Principal Office and Initial Registered Office and Agent. The street address and mailing address of the principal office and initial registered office of the corporation is 3655 Cortez Road

West, Suite 150, Bradenton, FL 34210, and the name of its initial registered agent at that address is
MICHAEL O. TRAYNOR.

ARTICLE EIGHT

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 TEN (10). The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The voting members shall elect the directors at an annual meeting of voting members. The Bylaws may provide for ex officio and honorary directors, and their rights and privileges. The name and address of each initial director of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL O. TRAYNOR	4503 22 nd Ave. W. Bradenton, FL 34209
RON THEM	5334 Crossing Lane Dublin, OH 43016
RICK DARVIS	121 North Main St. Plentywood, MT 59254

ARTICLE NINE

Officers. The officers of the corporation shall consist of a president, secretary, treasurer, one or more vice presidents, and such other officers and assistant officers as may be provided for in the Bylaws. Each officer shall be elected by the Board of Directors (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

address of each initial officer of the corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	RON THEM	5334 Crossing Lane Dublin, OH 43016
Vice President, Secretary	MICHAEL O. TRAYNOR	4503 22 nd Ave. W. Bradenton, Fl 34209
Vice President, Treasurer	RICK DARVIS	121 North Main St. Plentywood, MT 59254

ARTICLE TEN

Incorporators. The name and address of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL O. TRAYNOR	4503 22 nd Ave. W. Bradenton, Fl 34209

ARTICLE ELEVEN

Bylaws. The Bylaws of the corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Florida Statutes §617.0206, (1995), as amended from time to time, shall govern the Bylaws.

ARTICLE TWELVE

Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred

upon the members, directors and officers are subject to this reservation.

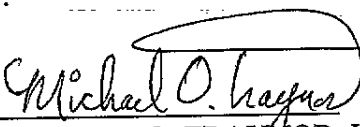
ARTICLE THIRTEEN

Non-stock basis. The corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the corporation.

ARTICLE FOURTEEN

Indemnification. The corporation shall have the power to indemnify each officer and director, including former officers and directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

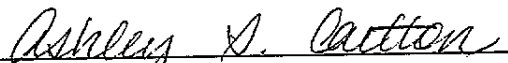
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 24 day of October, 2001.


MICHAEL O. TRAYNOR, Incorporator

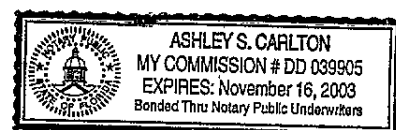
STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared MICHAEL O. TRAYNOR, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged the execution thereof to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my hand and official seal at said County and State this 24 day of October, 2001.


Notary Public

My Commission Expires



CERTIFICATE OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT
AND ACCEPTANCE OF REGISTERED AGENT

FILED

01 OCT 29 PM 2:04

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

Pursuant to Chapter 617, Florida Statutes, the following is submitted, in compliance with said Act:

1. The Principal Office of National Association of Professional College Advisors, Inc., a corporation duly organized and existing under the laws of the State of Florida is: 3655 Cortez Rd. W., Suite 150, Bradenton, Fl 34210.

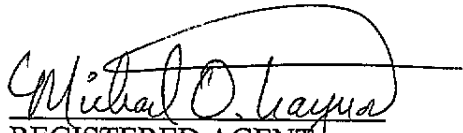
2. The Registered Office of this corporation is: 3655 Cortez Rd. W., Suite 150, Bradenton, Fl 34210.

3. The Registered Agent of this corporation is: Michael O. Traynor

Having been named a registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: October 24, 2001


REGISTERED AGENT