

NO2000003926

PAUL STANLEY WEST, P.A.

ATTORNEYS AT LAW
600 S. ORLANDO AVE., SUITE 101
MAITLAND, FL 32751

May 4, 2002

Florida Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32301

300005500313--8
-05/09/02--01042--014
*****78.75 *****78.75

Re: **GIFTED EDUCATIONAL TEACHERS GOING OVERSEAS INTO NANNING
GUANGXI, INC.**

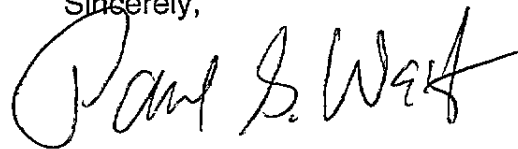
Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation pertaining to **GIFTED EDUCATIONAL TEACHERS GOING OVERSEAS INTO NANNING GUANGXI, INC.**, together with our check for \$78.75, representing the filing fees, designation of registered agent fee, and a certified copy of the Articles after the same has been filed.

If you have any questions, please do not hesitate to call my office "collect."

Thank you for your assistance in this regard.

Sincerely,



Paul Stanley West
Attorney At Law

PSW/slr
Enclosures

FILED
02 MAY 20 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

002-13854

Phone: (407) 678-9111
FAX: (407) 679-9911

e-mail: pswest@cfl.rr.com



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED

02 MAY 20 PM 1:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 14, 2002

PAUL STANLEY WEST, P.A.

600 S ORLANDO AVE STE 101
MAITLAND, FL 32751

SUBJECT: GIFTED EDUCATIONAL TEACHERS GOING OVERSEAS INTO
NANNING GUANGXI, INC.
Ref. Number: W02000013854

We have received your document for GIFTED EDUCATIONAL TEACHERS GOING OVERSEAS INTO NANNING GUANGXI, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6930.

Donna Graves
Document Specialist
New Filing Section

Letter Number: 202A00030494

**ARTICLES OF INCORPORATION
OF
GIFTED EDUCATIONAL TEACHERS
GOING OVERSEAS INTO NANNING GUANGXI, INC.**

FILED
02 MAY 20 PM 1: 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By these Articles of Incorporation (the "Articles"), the undersigned Incorporator forms a corporation 'Not For Profit' in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions:

**ARTICLE I
NAME**

The name of the corporation shall be GIFTED EDUCATIONAL TEACHERS GOING OVERSEAS INTO NANNING GUANGXI, INC. For convenience, the corporation shall be referred to in this instrument as GETGOING.

**ARTICLE II
DURATION**

The corporation shall exist perpetually unless and until dissolved according to law. Corporate existence shall commence upon the filing of these Articles with the Florida Department of State.

**ARTICLE III
DEFINITIONS**

The following words shall have the definitions set forth below for the purposes of these Articles:

- 3.1 "Articles" shall mean these Articles of Incorporation.
- 3.2 "Board" or "Board of Directors" shall mean the Board of Directors of the Corporation.
- 3.3 "Bylaws" shall mean the Bylaws of the Corporation.
- 3.4 "GETGOING" shall mean and refer to GIFTED EDUCATIONAL TEACHERS GOING OVERSEAS INTO NANNING GUANGXI, Inc., a Florida corporation not for profit, its successors and/or its assigns.

**ARTICLE IV
PRINCIPAL OFFICE**

The principal office of GETGOING shall be located at 440 Pineview Street, Altamonte Springs, Florida 32701.

**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

Paul S. West, Esquire, whose address is 600 S. Orlando Ave., Suite 101, Maitland,

FL 32751, is hereby appointed the initial registered agent of GETGOING and the registered office shall be at said address.

ARTICLE VI PURPOSE AND POWERS OF THE CORPORATION

GETGOING is formed: a) to provide an educational and cultural exchange between the United States and the Peoples' Republic of China; b) to identify and enlist as donors those persons and organizations whose aims parallel GETGOING's desire for educational and social betterment of those they serve; and c) to act as a channel of donor support to those individuals that subscribe to these goals and objectives.

GETGOING shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. GETGOING shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of GETGOING for the benefit of the Directors and Officers.

The purpose for which GETGOING is organized is exclusively educational, charitable, scientific, literary and/or religious within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provisions of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provisions of these Articles, this organization shall not discriminate on the basis of race, creed, religion, familial status, sex or disability as interpreted under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, or shall be distributed to the Federal, State or Local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the State in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE VII BOARD OF DIRECTORS

The affairs of GETGOING shall be managed by a Board of Directors, consisting of 2 directors, whose number may be either increased or decreased from time to time by Amendment to the Bylaws of GETGOING. The names and addresses of persons who are to act in the capacity of Director until appointment or election of their successors pursuant to these Articles are as follows:

<u>Name</u>	<u>Address</u>
Robert A. Villmow	440 Pineview Street Altamonte Springs, FL 32701
Patricia L. Villmow	440 Pineview Street Altamonte Springs, FL 32701
Paul S. West	600 S. Orlando Avenue Maitland, FL 32751

ARTICLE VIII VOTING RIGHTS AND RULES OF ORDER

Each Director shall be entitled to one vote. Except as provided for in these Articles or GETGOING's Bylaws, all meetings, business and otherwise, of GETGOING shall be governed by Robert's Rules of Order.

ARTICLE IX OFFICERS

The affairs of GETGOING shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at a meeting designated for such purpose, and they shall serve at the pleasure of the Board of Directors. The original Officers of GETGOING shall be as follows:

<u>Name</u>	<u>Office</u>
Robert A. Villmow	President
Patricia L. Villmow	Vice President Secretary Treasurer

ARTICLE X INDEMNIFICATION

10.1 Indemnification. Every Director and every officer of GETGOING shall be indemnified by GETGOING against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he or she may be a party or in which he or

she may become involved by reason of his or her being or having been a Director or Officer of GETGOING, or having served at GETGOING's request as a Director or Officer of any other corporation, whether or not he or she is a Director or Officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such Director or Officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of GETGOING approves such settlement and reimbursement as being for the best interest of GETGOING. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or Officer shall be entitled.

10.2 Expenses of Lawsuits. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative, may be paid by GETGOING in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount if it shall ultimately be determined that he or she is not to be indemnified by GETGOING as authorized by these Articles of Incorporation.

10.3 Insurance. GETGOING shall have the power to purchase, at its expense, and maintain insurance on behalf of any person who is or was a Director or Officer of GETGOING, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not GETGOING would have the power to indemnify him or her against such liability under the provisions of these Articles.

ARTICLE XI BYLAWS

The Bylaws of GETGOING shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XII AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

12.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Board of Directors. This meeting may be either annual or a specially called meeting.

12.2 Notice. Within 30 days of the next meeting of the Board of Directors, or in any other manner provided for in GETGOING's Bylaws for the giving of notice of meetings of the Board of Directors, written notice setting forth the proposed amendment, or a summary of the changes to be effected thereby, shall be given to each Director, and

each such Director shall be entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

12.3 Vote. At such meeting, a vote of the Directors shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of one hundred percent (100%) of the Directors.

12.4 Multiple Amendments. Any number of amendments may be submitted to the Directors and voted upon by them at one meeting.

12.5 Agreement. If one hundred percent (100%) of the Directors, as provided above, sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 12.1 through 12.3 had been satisfied.

12.6 Limitations. No amendment shall make any changes in the qualifications for Directors or the voting rights of Directors without the unanimous approval in writing by all Directors.

12.7 Filing. A copy of each amendment shall be filed with the Secretary of State, State of Florida.

12.8 Dissolution. In the event GETGOING is dissolved, the assets of GETGOING shall be dedicated to a public body or conveyed to a non-profit organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law with a purpose similar to that of GETGOING.

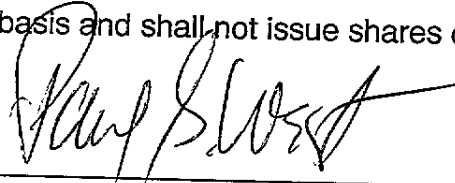
ARTICLE XIII INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Paul S. West, Esquire	600 S. Orlando Ave., Suite 101 Maitland, FL 32751

ARTICLE XIV
NON-STOCK CORPORATION

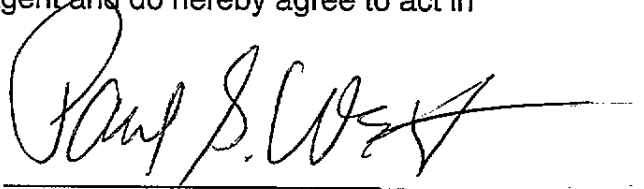
GETGOING is organized on a non-stock basis and shall not issue shares of stock evidencing membership in GETGOING.

A handwritten signature in black ink, appearing to read "Paul S. West", written over a horizontal line.

Paul S. West, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Paul S. West, having been named as registered agent to accept service of process for GIFTED EDUCATIONAL TEACHERS GOING OVERSEAS INTO NANNING GUANGXI, INC., at 600 S. Orlando Ave., Suite 101, Maitland, FL 32751, am familiar with, and do hereby accept, the appointment as registered agent and do hereby agree to act in this capacity.



Paul S. West
600 S. Orlando Ave., Suite 101
Maitland, FL 32751

FILED
02 MAY 20 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA