

NO2000007589

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

SUBJECT:

Bright Star Learning Center *Incorporated*

600008136206--7
-10/01/02--01057--005
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$78.75
Filing Fee,
Certified Copy

FILED
02 OCT -1 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM:

Donna Forbes
11430 Washington Blvd
Miami, FL 33176

Please mail the articles to the address above and not the Corporation

address. Thank You for your assistance.

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

g 10/4

NOT FOR PROFIT ARTICLES OF INCORPORATION
OF
Bright Star Learning Center incorporated

The undersigned persons, having the age of 18 or more, have associated themselves for the purpose of forming a corporation under the laws of FLORIDA and do hereby adopt the following Certificate and Articles of Incorporation.

1. Name. The name of this corporation is, Bright Star Learning Center: Incorporated
2. The Principal Place of Business shall be: —
- 3.

P.O. Box 700174
Miami, FL 33170-0174

4. **Purpose and Powers.** This corporation is organized under the laws of the State of FLORIDA, and may be amended from time to time, and specifically but not in Limitation thereof, the purpose of:

PROVIDING TUTORIAL SERVICES FOR ESE STUDENTS WITH LEARNING DISABILITIES AS WELL AS ESTABLISHING SUMMER CAMP PROGRAMS FOR AGES 7 THROUGH 17, or purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.

This corporation shall have the broad general powers set forth by regulation and statute in This state.

4. **Statutory Agent.** The corporation appoints Antoinette Y. Cooper who has been a bona fide resident of FLORIDA for at least FIVE years. This appointment may be revoked at any time in accordance with the rules of the State of FLORIDA.

Copies of all corporate records shall be kept at the registered place of business

.ARTICLES OF INCORPORATION

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5. **Board of Directors.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the bylaws. In the case of any increase in the number of directors, the additional directors shall be elected by a 2/3rd vote at an annual or special meeting, as shall be provided for in the bylaws.

The initial Board of Directors shall consist of 3 persons, who shall serve until their successors are qualified according to the bylaws, and whose names and addresses are:

Name	Address
<u>Antoinette Y. Cooper, President</u>	<u>21930 SW 124th Court Miami, FL 33170</u>
<u>Billy Glen Cooper, Vice President</u>	<u>21930 SW 124th Court Miami, FL 33170</u>
<u>Bonnie Gooden, Committee Member</u>	<u>22240 SW 112 Court Miami, FL 33170</u>

7. **Amendment of Bylaws.** The board of directors shall have the power to amend the bylaws as provided in the bylaws.

8. **Incorporators.** The names and addresses of the undersigned incorporator(s) are:

Name	Address
<u>Antoinette Y. Cooper, President</u>	<u>21930 SW 124th Court Miami, FL 33170</u>


All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of this Certificate and Articles of Incorporation to the person or department with whom the Articles are filed.

9. **Dissolution Clause:** Upon dissolution of the corporation, the Board of trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all 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 of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed shall be disposed of by the court of common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.
10. **Indemnification of Officers, Employees, Agents.** Subject to the provisions of this Article, the corporation shall indemnify any and all of its existing and former officers, employees and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise. Which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as officer, employee, or agent of the corporation, whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.
- 10b. Whenever any existing or former officer, employee or agent shall report to the president of the Corporation or the Chairman of the Board of Directors that he or she has incurred or may incur expenses, including, but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as an officer, employee or agent of the corporation, the Board of Directors shall, at its next regular meeting or at a special meeting held within a reasonable time thereafter, determine in good faith whether or not, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.
- 10c. If the Board of Directors determines, in good faith that such person did not act, fail to act or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the Corporation shall have the right to refuse to indemnify if it would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

11. **Statutory Agent Verification.** Having been designated to act as Statutory Agent, I hereby consent to act in that capacity until removed or until my resignation is submitted in accordance with the laws of the state of Florida, **Antoinette Y. Cooper**
The Statutory Agent can be reached at the following address:

21930 SW 124th Court
Miami, FL 33170

Dated: 9-25-02


Antoinette Cooper

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREFO, the following incorporators have signed these Articles of Incorporation, intending that they become effective as of this date:

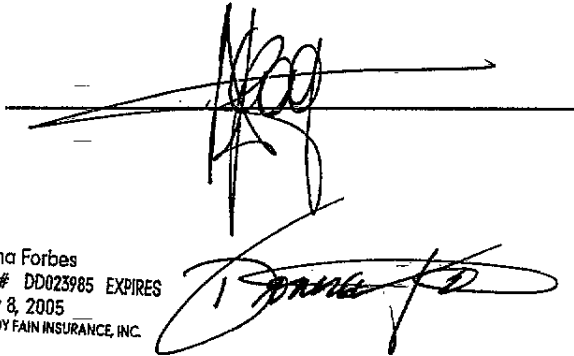
9/25/02

Printed Name

Signature

Antoinette Y. Cooper

Antoinette Cooper

A handwritten signature, likely of Donna Forbes, written over a horizontal line. The signature is stylized and cursive.



Donna Forbes
MY COMMISSION # DD023985 EXPIRES
May 8, 2005
BONDED THRU TROY FAIN INSURANCE, INC.