

N02000009569

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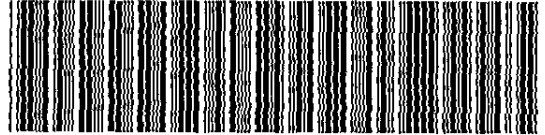
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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C. Ocullette OCT 21 2003

COOPER BYRNE BLUE & SCHWARTZ LLC
Requestor's Name

BSO THOMPSWOOD DRIVE
Address

TALLAHASSEE FL 32308 950.553.4300
City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. EINSTEIN INTERNATIONAL, INC NO2000009569
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

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☐ Certified Copy

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☐ Will wait

☐ Photocopy

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 13, 2003

COOPER, BYRNE, BLUE & SCHWARTZ LLC

TALLAHASSEE, FL

SUBJECT: EINSTEIN INTERNATIONAL INC.
Ref. Number: N02000009569

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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for EINSTEIN INTERNATIONAL INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return 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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 103A00055817

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EINSTEIN INTERNATIONAL, INC.**

A FLORIDA NONPROFIT CORPORATION

The undersigned, desiring to amend and restate the Articles of Incorporation of EINSTEIN INTERNATIONAL, INC., pursuant to Section 617.1007 of the Not-for-Profit Corporation Law of the State of Florida, do hereby make, subscribe, and acknowledge these Amended and Restated Articles of Incorporation, as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be **Einstein International, Inc.**

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual; and the corporate existence will commence on the filing of these articles by the Department of State.

**ARTICLE III
EXEMPT STATUS**

The Corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Not-for-Profit Corporation Law. Notwithstanding any other provisions of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE IV
NONPROFIT PURPOSE**

The purposes for which the Corporation is to be formed are the scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and in this connection, to form, operate, and manage a free on-line educational resource

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to provide, without limitation, on line courses from pre-school through a two-(2) year AA college degree for lower income and disadvantaged individuals without the financial or other resources to attend school or attain graduate degree; and to raise money to benefit other corporations, exempt or non-exempt, in the furtherance of the tax exempt purposes of this corporation, and to these ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgement of the directors, will best promote the purpose of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-laws of the Corporation; or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 617.0302 of the Not-for-Profit Corporation Law of Florida.

ARTICLE V **SCOPE OF ACTIVITY**

The Corporation shall have the powers, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder as the same now exists or as they may be hereafter amended from time to time.

ARTICLE VI **PROHIBITED ACTIVITIES**

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE VII **PLACE OF OPERATION**

The operations of the Corporation are to be conducted principally in Tallahassee, Leon County, Florida.

ARTICLE VIII
PRINCIPAL OFFICE

The address of the principal office is 2030 Harold Court, Tallahassee, Florida 32303.

ARTICLE VIV
ADDRESS FOR NOTICE

The address to which the secretary of State shall mail a copy of any notice required by law is 2030 Harold Court, Tallahassee, Florida 32303.

ARTICLE X
REGISTERED AGENT

Isaac James Wojcik, who resides at 2030 Harold Court, Tallahassee, Florida 32304, and whose business address is 2030 Harold Court, Tallahassee, Florida 32303, will remain as the registered agent.

ARTICLE XI
INCORPORATORS

The name and place of residence of the subscribers of these Amended and Restated Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Isaac James Wojcik	2030 Harold Court, Tallahassee, Florida 32304

ARTICLE XII
DIRECTORS

There shall be at least three (3) members of the Board of Directors of the Corporation. The names and addresses of the persons who are to serve as Directors until the election thereof are as follows:

<u>Name</u>	<u>Address</u>
Isaac James Wojcik	2030 Harold Court, Tallahassee, Florida 32304
Abram Wayne Wojcik	4346 N. W. 26 th Street, Gainesville, Florida 32605
Brenda K. Wojcik	4346 N. W. 26 th Street, Gainesville, Florida 32605

ARTICLE XIII
ELECTION OF DIRECTORS

Directors of the Corporation shall be elected in the manner provided by the Corporation's By-laws.

ARTICLE XIV
MEMBERSHIP

The Corporation is to be organized upon a nonstock, certificate of membership basis. Such memberships shall be nonredeemable, nontransferable, and nondividend bearing. Qualifications for membership and admission of members shall be determined as set forth in the Corporation's By-laws. The Directors named in Article XII above shall be the initial members of the Corporation.

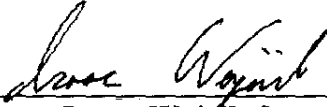
ARTICLE XV
DISSOLUTION AND DISTRIBUTION

Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the members of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation, and to the applicable provisions of the Not-for-Profit Corporation Law of Florida, shall be distributed as directed by the members of the Corporation among one or more corporations, trusts, community chests, funds, or foundations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member, or individual, on no substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation or which does not participate or intervene in any political campaign on behalf of any candidate or public office; or to other entities of the type which qualify for Federal Income Tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE XVI
ADOPTION

These Amended and Restated Articles of Incorporation have been adopted as of October 9th, 2003, by its incorporator named below, the corporation presently has no Members or directors.

IN WITNESS WHEREOF, we have subscribed our names this 9th day of October, 2003.


Isaac James Wojcik, Incorporator

STATE OF FLORIDA
COUNTY OF LEON

Acknowledged before me this 9th day of October, 2003, by **Isaac James Wojcik**, who
() is personally known to me or () produced _____ as
identification.

Patricia Parsons
Print Name PATRICIA A PARSONS
NOTARY PUBLIC
My Commission Expires:



Patricia A. Parsons
MY COMMISSION # CC879973 EXPIRES
October 14, 2003
BONDED THRU TROY FAIN INSURANCE, INC.