

NO3000002678

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FLORIDA NON-PROFIT CORPORATION

Northwest Jacksonville Learning Center, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

Mar. 28. 2003 10:57AM

EFFECTIVE DATE

3-24-2003

No. 0149 P. 2/5

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**ARTICLES OF INCORPORATION
OF
NORTHWEST JACKSONVILLE LEARNING CENTER, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Northwest Jacksonville Learning Center, Inc., under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is Northwest Jacksonville Learning Center, Inc. (the "Corporation").

ARTICLE II - ADDRESS

The street address of the principal office and the mailing address of the Corporation are:

1078 West 18th Street
Jacksonville, Florida 32209

ARTICLE III - PURPOSE

The Corporation is organized as a corporation not for profit, exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code. The specific and exclusive purposes of the corporation are to:

(a) Provide nurturing and affordable childcare and after-school care in the community, including (i) offering a values-based and culturally-based curriculum designed to increase self-esteem and (ii) integrating tutoring, mentoring, skills training, leadership training and wealth building as part of the children's experience;

(b) Encourage, develop and support programs and activities designed to prevent illnesses and childhood diseases common among the urban poor;

(c) Develop and promote involvement in, and an appreciation of, the liberal arts; and

(d) Do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others.

ARTICLE IV - LIMITATIONS ON CORPORATE POWER

The corporate powers of the Corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions:

Prepared by Tammy D. Butler
Florida Bar No. 0179914
Camerlengo, Driver & Johnson, P.A.
225 Water Street, Suite 2020
Jacksonville, Florida 32202
904-306-9220

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(a) No part of the Corporation's assets or net earnings shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that 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 III hereof.

(b) No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code of 1986, as amended), and the Corporation shall not participate in or intervene in any political campaign on behalf of, or in opposition of any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code.

ARTICLE V - DURATION AND EXISTENCE: EFFECTIVE DATE

The Corporation will exist perpetually, commencing on March 24, 2003, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE VI - MEMBERS

The qualification for members and the manner of their admission will be as provided in the bylaws. The rights exercisable by members will also be as provided in the bylaws.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The Corporation hereby (i) designates 12914 Beautyberry Circle South, Jacksonville, Florida 32246 as the street address of the Corporation's registered office, and (ii) names Walter R. Barnes, III, as the Corporation's registered agent at that address to accept service of process within the State of Florida.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The Corporation initially has thirteen (13) directors. The number of directors may be increased or decreased from time to time, as provided in the Corporation's bylaws, but shall never be less than three (3). The names of the initial directors are:

Walter R. Barnes, III	Annice Cummings
Queen "Vickie" Scymore	Cynthia E. Purdy
Karen B. Swain	Rev. Harry Johnson
Lenox L. Godfrey	Kimberly Dopson
Eugenia M. Brown	Tameka Stepps
Vinda Baker-Brown	Debra L. Green
Jermyn C. Shannon	

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ARTICLE IX - INCORPORATORS

The name and street address of the incorporator are:

Name

Address

Tammy D. Butler

225 Water Street, Suite 2020
Jacksonville, Florida 32202

ARTICLE X - DISSOLUTION

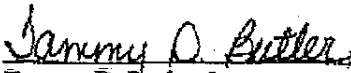
Upon the dissolution of the Corporation, the assets remaining after payment of all of the Corporation's debts and liabilities shall be distributed to an organization recognized as exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, to be used for charitable and educational purposes.

ARTICLE XI - INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.



Tammy D. Butler, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and hereby acknowledges that it is familiar with, and accepts the obligations of such position.

Dated: March 27, 2003

Walter R. Barnes III
Walter R. Barnes, III

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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