

N0300000 9/32

Clarence Hemmings
1955 Woodleigh Drive
Jacksonville, FL 32211



100023845181

10/17/03--01007--002 **70.00

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

✓ D. WHITE OCT 20 2003

Office Use Only

FILED
03 OCT 16 PM 3:25
SECRETARY OF STATE
-ALLAHASSEE-FL 32202

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for profit)
Florida Nonprofit Corporation

UPWARD BOUND LEARNING CENTER, INC.

FILED
03 OCT 16 PM 3:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
CORPORATE NAME

The name of this corporation is UPWARD BOUND LEARNING CENTER, INC.

ARTICLE II
CORPORATE ADDRESS

The principal place of business and mailing address of the corporation's registered office shall be 6846 Arlington Expressway, Jacksonville, Florida 32211

ARTICLE III
GENERAL AND SPECIFIC PURPOSES

The primary purposes for which this corporation is formed are:

- A. This is a nonprofit corporation, organized solely for general educational, religious, and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.
- B. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of this funds for such purposes.
- C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provision of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operations foundations.

ARTICLE IV
MANNER OF ELECTION

The President of this corporation shall appoint all directors when deem necessary.

ARTICLE V BOARD OF DIRECTORS

- A. The affairs of the corporation shall be managed by a Board of Directors consisting of a minimum of four (4) and a maximum of ten (10) members. The initial Board of Directors of this corporation, whose term in office shall remain in effect until the President appoint in accordance with the Bylaws of this corporation. The initial Board of Directors are as follows:

Clarence Hemmings, President
1955 Woodleigh Drive
Jacksonville, Florida 32211

Edna Hemmings, Vice President and Treasurer
1955 Woodleigh Drive
Jacksonville, Florida 32211

Novelet Hemmings, Secretary
1955 Woodleigh Drive
Jacksonville, Florida 32211

Marilyn Hylton, Director
1955 Woodleigh Drive
Jacksonville, Florida 32211

ARTICLE VI CORPORATE POWERS

Corporate powers of this corporation are as provided in Chapter 617, Florida Statutes, and unless otherwise limited by the by-laws.

ARTICLE VII REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 6846 Arlington Expressway Jacksonville, Florida 32211, and the name of its registered agent at said address shall be Clarence Hemmings.

ARTICLE VIII INCORPORATOR

The name and residence address of the subscriber of this corporation is as follows: Clarence Hemmings, 1955 Woodleigh Drive Jacksonville, Florida 32211

ARTICLE IX DURATION

The term of existence of the corporation is perpetual.

ARTICLE X MEMBERSHIP

This corporation is organized and shall be operated exclusively on a non-stock basis. There shall be two classes of membership as described below:

A. The first class of membership, to be known as the Board of Members shall consist of four individuals: The President of UPWARD BOUND LEARNING CENTER, INC., Vice President, Director, and Secretary. The President shall appoint or remove all board members. The board members must give their approval by majority vote, for any merger, consolidation, dissolution or liquidation of the corporation.

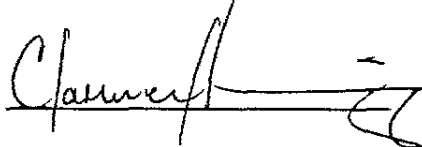
B. The second class of membership, to be known as the Board of Council, shall consist of no more than ten members as elected from time to time and for such periods as designated by the majority vote of the Board of Directors. The members of the Board of Council of the corporation shall have no voting rights no management powers.

ARTICLE XI DISSOLUTION

Upon the dissolution of the corporation, after paying or making provisions for the payment of all the liabilities of the corporation, the remaining assets of the corporation shall be distributed to a non-profit organization organized and operated exclusively for charitable purposes substantially similar to those of this corporation, and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue Law).

The undersigned, being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 14th day of October, 2003

WITNESSED BY:



10/14/2003

FILED

03 OCT 16 PM 3: 25

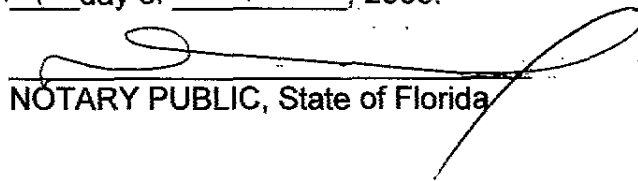
STATE OF FLORIDA

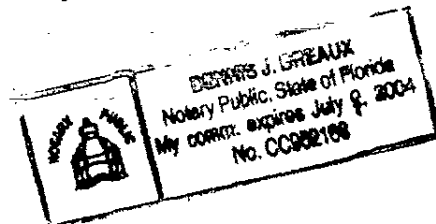
COUNTY OF DUVAL

SECRETARY OF STATE
TALLAHASSEE FLORIDA

BEFORE ME, personally appeared Clarence Hemmings to me known to be the person who executed the foregoing Article of Incorporation and acknowledge to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14 day of OCTOBER 2003.


NOTARY PUBLIC, State of Florida

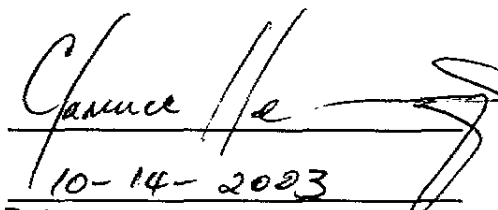


**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERD OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersign corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is UPWARD BOUND LEARNING CENTER, INC.
2. The name and address of the registered agent and office is: 6846 Arlington Expressway Jacksonville, Florida 32211.

HAVING BEEN NAMED AS 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


10-14-2003
Date