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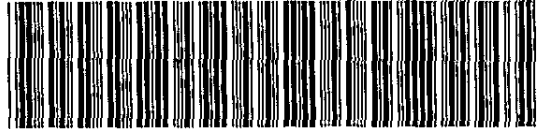
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JUL 13 - 1 PM 2:49  
CLERK OF STATE  
MONTGOMERY COUNTY

**LANCE K. STALNAKER**  
ATTORNEY AT LAW

GEORGETOWN OFFICE PARK  
1319 FLETCHER AVE. WEST  
TAMPA, FLORIDA 33612

TELEPHONE: (813) 963-6269

June 28, 2004

Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

RE: ST. JOHN LEARNING CENTER, INC.  
A Florida Not For Profit Corporation

To Whom It May Concern:

Please file the enclosed Articles of Incorporation of the proposed corporation named above. Please also provide me a certified copy of the filed articles. To defray the fees related to filing, the registered agent designation and the certified copy, I have enclosed a check (#1074) in the amount of \$78.75.

Thank you in advance for your assistance.

Sincerely,



LANCE K. STALNAKER

Enclosures (2)

LKS/s

APPROVED  
AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ST. JOHN LEARNING CENTER, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

THE UNDERSIGNED, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I  
(Name)**

The name of the corporation shall be ST. JOHN LEARNING CENTER, INC.

**ARTICLE II  
(Principal Office)**

The principal place of business and mailing address of this corporation shall be 10401 North Florida Avenue, Tampa, Florida 33612. The board of directors of the corporation may change the principal place of business and mailing address as it deems necessary.

**ARTICLE III  
(Purpose)**

The purpose for which the corporation is organized is to pursue exclusively charitable purposes, primarily in the State of Florida, through programs and methods which its members and board of directors determine appropriate, according to the corporation's mission statement. The mission of the corporation is to provide the means for adults and immigrant families to improve their literacy and adjustment skills to reach their full potential as individuals and as contributing members of our society.

**ARTICLE IV  
(Manner of Election of Directors)**

The directors of the corporation shall be elected by the members of the corporation in accordance with the bylaws of the corporation.

**ARTICLE V  
(Initial Directors)**

The initial directors of the corporation shall be MERCEDES HEARN, whose address is Post Office Box 21846, Tampa, Florida 33622, SANDY CUCULICH, whose address is 1611

Renaissance Way, Tampa, Florida 33602, EDUARDO BLANCO, whose address is 5139 Puritan Circle, Tampa, Florida 33617, and DOROTHY FRANKS whose address is 10506 North Hamner Avenue, Tampa, Florida 33612.

**ARTICLE VI**  
**(Basis Under Which Corporation Organized)**

This corporation is organized under a non-stock basis. The corporation is a not for profit corporation as defined by the Not For Profit Corporation Act in Section 617.01401 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members, directors, officers or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

**ARTICLE VII**  
**(Management of Corporate Affairs)**

A. Board of Directors - The powers of the corporation shall be exercised, its properties controlled and its affairs conducted by a board of four directors. The number of directors provided for in these articles of incorporation may be changed by a bylaw adopted by the members entitled to vote.

B. Election of Directors - The method of electing directors shall be as set forth in the bylaws.

C. Elective Officers - The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer. Other offices and officers may be established or appointed by the members of the corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office and the manner of removing officers shall be as set forth in the bylaws.

D. Committees - The board of directors may appoint committees from time to time. Furthermore, committees, and the powers and duties of said committees, may be specified in the bylaws.

**ARTICLE VIII**  
**(Initial Registered Agent)**

The initial registered agent of the corporation is SANDY CUCULICH whose Florida street address is 1611 Renaissance Way, Tampa, FL 33602.

**ARTICLE IX**  
**(Incorporators)**

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The names and addresses of the incorporators of the corporation are MERCEDES HEARN, whose address is Post Office Box 21846, Tampa, Florida 33622, SANDY CUCULICH, whose address is 1611 Renaissance Way, Tampa, Florida 33602, EDUARDO BLANCO, whose address is 5139 Puritan Circle, Tampa, Florida 33617, and DOROTHY FRANKS whose address is 10506 North Hamner Avenue, Tampa, Florida 33612.

**ARTICLE X**  
**(Income From Public Events)**

If the corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by nonmembers will be paid over to an organization that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 on an annual basis, unless the corporation itself is a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986.

**ARTICLE XI**  
**(Bylaws)**

Bylaws will be hereafter adopted at the first meeting of the board of directors. Such bylaws may be amended, repealed, in whole or in part, by the members of the corporation in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of the corporation.

**ARTICLE XII**  
**(Amendment of Articles)**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of the voting members of the corporation.

**ARTICLE XIII**  
**(Distribution on Dissolution)**

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of such code as subsequently amended, or to the federal, state or local government to be used exclusively for public purposes.

**ARTICLE XIV**  
**(Effective Date)**

These articles of incorporation shall be effective at noon on the date these articles are filed with the Department of State of the State of Florida.

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


  
SANDY CUCULICH  
Registered Agent

6-21-04  
DATE

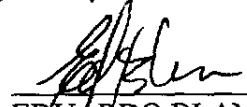
**INCORPORATORS:**

  
MERCEDES HEARN  
Incorporator


6-18-04  
DATE

  
SANDY CUCULICH  
Incorporator

6-21-04  
DATE

  
EDUARDO BLANCO  
Incorporator

06/19/04  
DATE

  
DOROTHY FRANKS  
Incorporator

6-18-04  
DATE