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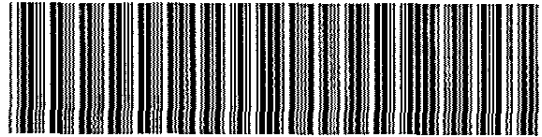
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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Healthsoft Education Consortium, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Michael Willis
Name (Printed or typed)

620 E. Livingstone Street
Address

Orlando FL 32803
City, State & Zip

(321) 662-7001
Daytime Telephone number

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

ARTICLES OF INCORPORATION OF HEALTHSOFT EDUCATION CONSORTIUM, INC.
A NON-PROFIT CORPORATION
(in compliance with Chapter 617, Florida Statutes)

The undersigned incorporator, in order to form a non-profit corporation under the laws of the state of Florida, Chapter 617, F.S., adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of this corporation is HealthSoft Education Consortium, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 620 East Livingston Street, Orlando, Florida 32803.

ARTICLE III: IRC §501(c)(3) LAWFUL PURPOSES

The purposes for which the corporation is organized is and will be operated are exclusively for educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any applicable future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any applicable future federal tax code.

ARTICLE IV: SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be to establish an organization to promote the development of educational courseware, workshops, lectures, software and publishing in the health care arena and related areas and to make same available to nurses, physicians, military personnel, and all other health care providers; to further educational purposes and knowledge in health care by aiding in the scientific education of students and professional care providers through the provision of high quality, current educational offerings in traditional, electronic, and distance learning formats; and to develop educational materials to be made available to the public through charitable activities in the health care field that will encourage self-education and provide information beneficial to the public interest.

ARTICLE V: LIMITATION ON POLITICAL ACTIVITIES

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

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TALLAHASSEE, FLORIDA

ARTICLE VI: LIMITATIONS ON PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

ARTICLE VII: GENERAL LIMITATIONS ON NON-PROFIT ACTIVITIES

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VIII: PRIVATE FOUNDATION RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE IX: DISTRIBUTION OF ASSETS/DEDICATION

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE X: MANNER OF ELECTION

The Directors will be selected as set forth in the Corporation By Laws.

ARTICLE XI: INITIAL DIRECTORS/OFFICERS

The number of initial Directors of this corporation is three, which number may be changed as set forth in the By Laws, so long as there are never fewer than three Directors. The initial Officers of this corporation shall be President, Treasurer, Secretary, and Legal Officer, subject to modification as set forth in the By Laws. The names and addresses of the Directors/Officers are as follows:

Mary Alice Willis, President, Treasurer, Secretary
620 East Livingston Street
Orlando, Florida 32803

Michael Willis, Esq., Legal Officer
620 East Livingston Street
Orlando, Florida 32803

Sandra Schneider, Director
19122 Sherwood Trail
Grey Forest, TX 78023

ARTICLE XII: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial Registered Agent is as follows:

Michael Willis, Esq.
620 East Livingston Street
Orlando, Florida 32803

ARTICLE XIII: INCORPORATOR

The name and address of the Incorporator is as follows:


Michael Willis, Esq.
620 East Livingston Street
Orlando, Florida 32803

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.

Dated: 3-28-05


Michael Willis, Esq., Registered Agent

Dated: 3-28-05


Michael Willis, Esq., Incorporator