

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 224-1000

# N050000003716

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01 MAY 10 PM 4:13  
CLERK OF STATE  
TALLHASSEE, FLORIDA

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Cultural Education Services  
International, Inc.

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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J. BRYAN MAY 10 2001

**ARTICLES OF INCORPORATION**  
**of**  
**CULTURAL EDUCATION SERVICES INTERNATIONAL, INC.**

**FILED**  
01 MAY 10 PM 4:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I.

Name and Mailing Address

The name of the corporation shall be Cultural Education Services International, Inc.

The mailing address for the corporation is P.O. Box 351869, Jacksonville, Florida 32235.

ARTICLE II.

Not For Profit

This corporation is a corporation not for profit within the meaning of Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit.

ARTICLE III.

Duration

The duration of the corporation is perpetual.

ARTICLE IV.

Purposes

The corporation is organized exclusively for charitable, religious and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended including, for such purposes, the making of distributions to organizations under said section 501(c)(3). Any earnings are to be devoted to related charitable and educational purposes.

The corporation may exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations that are not inconsistent with its charitable and educational purposes including, without limiting the generality of the foregoing, the powers to acquire by devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for the purposes set forth herein, and the corporation may do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

#### ARTICLE V.

##### Limitation

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors or officers, but 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 IV hereof.

#### ARTICLE VI.

##### Members

The Bylaws of this corporation may (but shall not be required to) provide for one or more classes of members of the corporation. The nature of the membership, classes of membership and the rights and privileges appurtenant to such classes shall be as provided in the Bylaws.

## ARTICLE VII.

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation in Florida shall be 225 Water Street, Suite 900, Jacksonville, Florida 32202 and its initial registered agent at that address shall be John R. Crawford. The Board of Directors may, from time to time, change the registered office and registered agent of the corporation upon notification to the proper authorities.

## ARTICLE VIII.

### Board of Directors

The management of the corporation shall be vested in a Board of Directors. The names and street addresses of the members of the first Board of Directors who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Street Address</u>
Guy Pierce	P.O. Box 351869 Jacksonville, Florida 32235-1869
Matthew Ervin	P.O. Box 351869 Jacksonville, Florida 32235-1869
Mark Baxter	P.O. Box 351869 Jacksonville, Florida 32235-1869
Julie Johnson	P.O. Box 351869 Jacksonville, Florida 32235-1869

The number of Directors constituting the initial Board of Directors is four (4). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3) or more than fifteen (15). The method of election of the directors

shall be as stated in the Bylaws of the Corporation.

#### ARTICLE IX.

##### Incorporators

The name and address of each Incorporator is as follows:

<u>Name</u>	<u>Address</u>
John R. Crawford	225 Water Street, Suite 900 Jacksonville, Florida 32202
Sharon L. Palmer	225 Water Street, Suite 900 Jacksonville, Florida 32202

#### ARTICLE X.

##### Bylaws

The Bylaws of the corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 617.0206, Florida Statutes, as amended from time to time, shall govern the Bylaws.

#### ARTICLE XI.

##### Dissolution or Liquidation

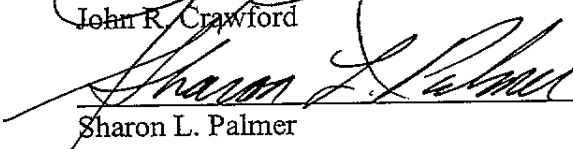
Upon the dissolution or liquidation of this corporation, whether voluntary or involuntary, all of its funds and other assets remaining after payment of all costs and expenses of dissolution or liquidation shall be distributed and paid over entirely and exclusively to an organization or organizations which has or have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, as amended, or to the federal government, or to a state or local government, for a public purpose. None of the funds or assets and none of the income of this corporation shall be paid over, distributed to or inure to the benefit of any member, officer or Trustee

of this corporation.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals for the purpose of forming this corporation not for profit under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true, all on this 8<sup>th</sup> day of May, 2001.

  
John R. Crawford

(SEAL)

  
Sharon L. Palmer

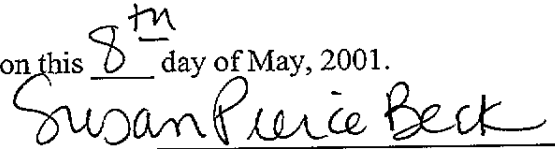
(SEAL)

STATE OF FLORIDA

COUNTY OF DUVAL

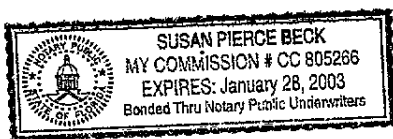
Before me personally appeared this day John R. Crawford and Sharon L. Palmer, the parties to the foregoing Articles of Incorporation, to me well known and to me known to be the individuals described in and who executed the foregoing Articles of Incorporation and who are all personally known to me, and who acknowledged before me that they each made, subscribed and acknowledged the foregoing Articles of Incorporation as their voluntary act and deed and that the facts set forth therein are true and correct.

WITNESS my hand and official seal on this 8<sup>th</sup> day of May, 2001.

  
Susan Pierce Beck

Notary Public, State and County  
aforesaid

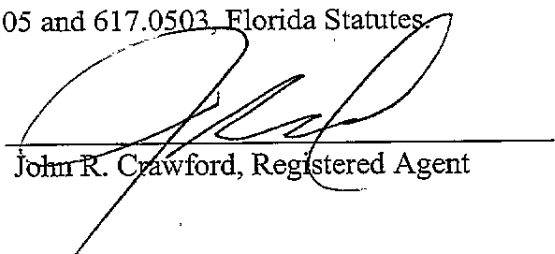
My commission expires: \_\_\_\_\_



(Notarial Seal)

### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Cultural Education Services International, Inc., a Florida corporation not for profit, at the place designated in the Articles of Incorporation of said corporation, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open. I further acknowledge that I am familiar with, and accept, the obligations imposed upon registered agents, including the obligations imposed by section 607.0505 and 617.0503, Florida Statutes.

  
John R. Crawford, Registered Agent

**FILED**  
01 MAY 10 PM 4:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA