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FLORIDA NON-PROFIT CORPORATION

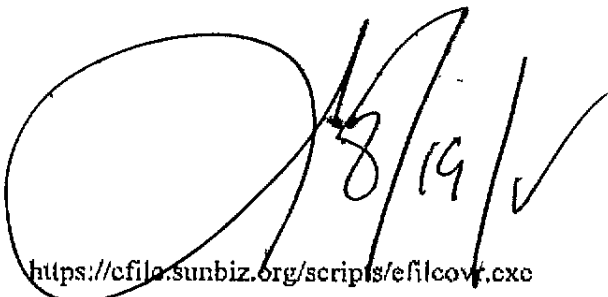
HLC Advertising of Central Florida, Inc.

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**ARTICLES OF INCORPORATION
OF
HLC ADVERTISING OF CENTRAL FLORIDA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

**ARTICLE I
NAME**

The name of this corporation is: **HLC Advertising of Central Florida, Inc.** (the "Association").

**ARTICLE II
NOT FOR PROFIT CORPORATION**

The Association is a not for profit corporation under Chapter 617, Florida Statutes.

**ARTICLE III
DURATION**

The Association shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE IV
PRINCIPAL OFFICE**

The principal office and mailing address of the Association will be located at 2031 Santa Antilles Road, Orlando, Florida 32806, or at such other address as may be determined by the Board of Directors.

**ARTICLE V
REGISTERED AGENT**

The resident agent of the Association is Scott J. Bergin, whose address is HLC Advertising of Central Florida, c/o The Huntington Learning Center, 1997 Aloma Avenue, Winter Park, Florida 32792.

**ARTICLE VI
PURPOSES**

The Association is a not for profit corporation organized for the sole purpose of negotiating, purchasing and developing advertising and related marketing materials and services on behalf of its members, which members shall include Huntington Learning Center participating franchises designated by the franchisor and located within the Orlando-Daytona Beach-Melbourne, Florida ADI cooperative area established by the franchisor. The Association

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shall expend its funds, and any income generated by these funds, solely for the furtherance of these purposes.

ARTICLE VII
MEMBERSHIP

The Association shall have a single class of members as set forth in the Bylaws of the Association. Except upon the dissolution of the Association, no member shall have the right to have any contribution to the Association (or interest or earnings thereon) returned to that member. The Association shall not pay dividends to its members, although the Association may pay compensation in a reasonable amount to its members for services rendered and may confer benefits upon its members in conformity with the purposes of the Association as set forth in these Articles.

ARTICLE VIII
DIRECTORS

The number of Directors of the Association shall at all times be not less than three (3), but may be such greater number as may be determined by the Members of the Association pursuant to the Bylaws from time to time. Directors shall be elected or appointed as provided in the Bylaws of the Association. The names and addresses of the initial directors to serve until their successors are qualified and elected pursuant to the Bylaws of the Association are:

<u>Name</u>	<u>Address</u>
Scott J. Bergin	1997 Aloma Avenue Winter Park, Florida 32792
Sharon S. Bergin	1997 Aloma Avenue Winter Park, Florida 32792
Charles Allen Thomas	Shoppes at Hunt Club 450 Hunt Club Boulevard Apopka, Florida 32703

ARTICLE IX
AMENDMENTS TO ARTICLES

The Articles of Incorporation may be amended by a majority of the Members of the Association and any amendment thereto may be signed by an officer of the Association.

ARTICLE X
INCORPORATION

The name and address of the sole incorporator of the Association is Scott J. Bergin, 1997 Aloma Avenue, Winter Park, Florida 32792.

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ARTICLE XI
DISSOLUTION

In the event of dissolution of the Association, the Association shall comply with the provisions of Chapter 617, Florida Statutes, related to dissolution; provided that, the plan of distribution of assets of the Association shall provide that:

(1) All liabilities and obligations of the Association be paid and discharged, or adequate provisions be made therefor;

(2) Assets held by the Association upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, be returned, transferred, or conveyed in accordance with such requirements;

(3) Assets received and held by the Association subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving Association, as provided in the plan of distribution of assets;

(4) Other assets, if any, be distributed equally to the Members in Good Standing as of the effective date of the articles of dissolution of the Association;

(5) Any remaining assets be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as specified in the plan of distribution of assets.

ARTICLE XII
LIMITATION ON POWERS

The Association shall have no right to own, accept, acquire, mortgage, or dispose of real property, but shall be permitted to lease office space for use by the Association and also to own personal property incidental to the operation of its business. The Association shall have no right to procure, invest, or retain funds except for those funds contributed to the Association by its Members. No Member or Representative of a Member shall be authorized to act on behalf of the Association for any purpose or in any manner, except as specified in the Bylaws.

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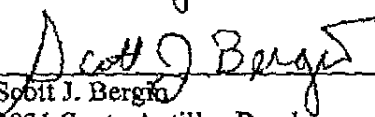
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I, THE UNDERSIGNED, being the sole incorporator hereinbefore named for the purpose of forming a not for profit corporation under the State of Florida, do make, subscribe, acknowledge, and file these Articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have executed these Articles as of August 16, 2005.



Scott J. Bergin
2031 Santa Antilles Road
Orlando, Florida 32806

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

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned 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:

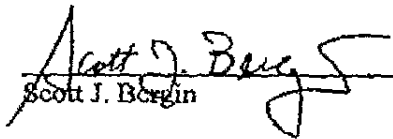
HLC Advertising of Central Florida, Inc.

2. The name and address of the registered agent and office are:

Scott J. Bergin
HLC Advertising of Central Florida, Inc.
c/o The Huntington Learning Center
1997 Aloma Avenue
Winter Park, Florida 32792

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OR 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.

Dated: August 16, 2005



Scott J. Bergin

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