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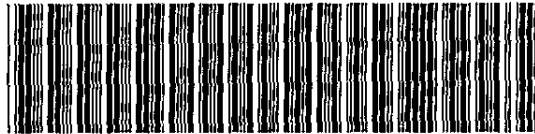
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STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Center For Life Learning, Inc

2 Corps

Signature

Requested by:

WL *10/3* *2:00*

Name

Date

Time

Walk In

Will Pick Up

- Art of Inc. File _____
- LTD Partnership File _____
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- Fictitious Name File _____
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- RA Resignation _____
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**ARTICLES OF INCORPORATION OF
CENTER FOR LIFE LEARNING, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not for Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

**ARTICLE I
NAME**

The name of this corporation is Center for Life Learning, Inc.

**ARTICLE II
SPECIFIC AND GENERAL PURPOSE**

The corporation is a non-profit corporation. Its specific and general purpose, and specific limitations are:

A. The specific and primary purpose for which this corporation is formed is to operate for the advancement of education by establishing and maintaining a center for improved literacy; career, educational and vocational counseling and training; and life-skill development.

B. The general purpose for which this corporation is formed is to operate exclusively for such educational purposes as qualify it as an exempt organization under Section 501(c)(3) of Internal Revenue Code of 1986 or corresponding provisions of subsequent federal tax laws.

C. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

**ARTICLE III
DURATION**

The corporation shall have perpetual duration.

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ARTICLE IV
MEMBERSHIP

The corporation may have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments as well as the method of collection thereof, shall be set forth in the bylaws.

ARTICLE V
REGISTERED OFFICE; REGISTERED AGENT

The street address of the initial registered office of the corporation is 2275 Atlantic Boulevard, Neptune Beach, Duval County, Florida. The name and address of the initial registered agent for the corporation is Mary C. Sorrell, Esquire, 2275 Atlantic Boulevard, Neptune Beach, FL 32266.

ARTICLE VI
BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by the board of directors. The number of directors of the corporation shall never be less than (3); provided, however, that such number may be increased by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named in this certificate of incorporation as the first board of directors shall hold office until the first meeting of the board of directors, to be held on August 15, 2005, at 10:00 a.m., at 107 Third Avenue South, Jacksonville Beach, Florida, at which time an election of directors shall be held.

Directors elected at the first annual meeting of the board of directors, and at all times thereafter, shall serve for a term of six years until the sixth annual meeting of the board of directors following the election of directors and until the qualification of the successors in office. Such annual meetings shall be held at 10:00 a.m. on the tenth day of June of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a

meeting, if all the members of the board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Nadia Hionides	47 11 th Street Atlantic Beach, FL 32233
Nancy Stone	1628 W. Linkside Drive Atlantic Beach, FL 32233
Eugene Clifford	11704 Edgemere Drive Jacksonville, FL 32223

ARTICLE VII
INCORPORATOR

The name and street address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Nadia Hionides	47 11 th Street Atlantic Beach, FL 32233

ARTICLE VIII
OFFICERS

The board of directors shall elect the following officers: President, Vice-President, Treasurer, and Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Nadia Hionides	President	47 11 th Street Atlantic Beach, FL 32233
Nancy Stone	Vice-President/ Treasurer	1628 W. Linkside Drive Atlantic Beach, FL 32233
Eugene Clifford	Vice-President/ Treasurer	11704 Edgemere Drive Jacksonville, FL 3223

ARTICLE IX
MODIFICATION OF BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the laws of the State of Florida, the bylaws of this corporation may be made, altered, rescinded, or added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE X
DEDICATION OF PROPERTY

The property of this corporation is irrevocably dedicated to those purposes set forth in Article II hereinabove, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member of this corporation, or to the benefit of any private individual.

ARTICLE XI
DISTRIBUTION OF DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII
AMENDMENT

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

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this non-profit charitable corporation under the laws of the State of Florida have executed the articles of incorporation on September 29, 2005.

INCORPORATOR:

Nadia Hionides

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME personally appeared Nadia Hionides, to be well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation of Center for Life Learning, Inc., and acknowledged before me that she signed such Articles of Incorporation for the uses and purposes therein set forth.

WITNESS, my hand and official seal this 29th day of September 2005.

Mary C Sorrell
Notary Public, State of Florida

My Commission Expires:



Mary C. Sorrell
MY COMMISSION # DD112985 EXPIRES
May 25, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

APPOINTMENT OF REGISTERED AGENT FOR CORPORATION

ACCEPTANCE OF APPOINTMENT

TO: Department of State
Tallahassee, Florida 32304

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

1. CENTER FOR LIFE LEARNING, INC., with its place of business at 107 3rd Street South, Jacksonville Beach, Florida 32250, has named **Mary C. Sorrell, Esq.**, located at 2275 Atlantic Blvd., Neptune Beach, Florida 32266, as its agent to accept service of process within the State.

DATED this 20th day of September, 2005.

By: Nadia Hionides
Nadia Hionides, President

Having been named to accept service of process for the above stated Corporation, at the place designated in the Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 of the Florida General Corporation Act.

Dated this 9th day of September, 2005.

Mary C. Sorrell
Mary C. Sorrell
Registered Agent

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TALLAHASSEE, FLORIDA

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