

HODGSON RUSSELL LLP 5/19/2006 1:03 PM PAGE 02/07 Fax Server  
**N06000005471**  
Division of Corporations Page 1 of 1

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000139058 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : HODGSON RUSSELL LLP  
Account Number : 072720000242  
Phone : (561) 394-0500  
Fax Number : (561) 394-3862

**FLORIDA PROFIT/NON PROFIT CORPORATION**

The Global Schoolhouse, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2006 MAY 19 PM 12:13

**FILED**

H06000139058 3

ARTICLES OF INCORPORATION  
OF  
THE GLOBAL SCHOOLHOUSE, INC.

I, the undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, do hereby execute these Articles of Incorporation for the purpose of forming a corporation not-for-profit under the laws of the State of Florida.

ARTICLE 1

NAME

The name of this Corporation is The Global Schoolhouse, Inc. (the "Corporation").

ARTICLE 2

PURPOSES

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, 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 corresponding section of any future federal tax code.

ARTICLE 3

MEMBERSHIP

There will be no membership in the Corporation.

ARTICLE 4

TERM OF EXISTENCE

The term of existence of the Corporation is perpetual.

2006 MAY 19 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

H06000139058 3

H06000139058 3

ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 9549 Tavernier Drive, Boca Raton, Florida 33496, and the name of the initial registered agent of the Corporation at that address is Doug Drouin.

ARTICLE 6

PRINCIPAL OFFICE

The address of the principal office of the Corporation and the mailing address shall be 9549 Tavernier Drive, Boca Raton, Florida 33496.

ARTICLE 7

INCORPORATOR

The name and address of the Incorporator is Doug Drouin.

ARTICLE 8

DIRECTORS

The number of directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as initial directors are:

<u>Name</u>	<u>Address</u>
Doug Drouin	9549 Tavernier Drive, Boca Raton, Florida 33496
Christina Drouin	9549 Tavernier Drive, Boca Raton, Florida 33496
Anita Orr	811 NW 1 <sup>st</sup> Ave., Delray Beach, Florida 33444

The manner of election of the Directors shall be as stated in the By-Laws.

H06000139058 3

H06000139058 3

**ARTICLE 9**

**BY-LAWS**

**Section 1.** The initial By-Laws of the Corporation shall be adopted by a majority vote of the Board of Directors.

**Section 2.** The By-Laws may be made, amended or rescinded by a majority vote of the Board of Directors.

**ARTICLE 10**

**AMENDMENTS**

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

**ARTICLE 11**

**NEGATION OF PECUNIARY GAIN**

The Corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificates of Stock or declare dividends. No part of its net earnings shall inure to the benefit of, or be distributed to, any member, director, officer or other private persons; provided, however, that this shall not be construed to prohibit the payment by the Corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the Corporation in furtherance of its purposes as described in Article 2.

**ARTICLE 12**

**PROHIBITION OF CERTAIN ACTIVITIES**

The Corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities. Furthermore, the Corporation shall not participate or intervene in any political campaign on behalf of any

H06000139058 3

HDL000139058 3

candidate for public office, including, but not limited to, publishing or distributing statements regarding such campaigns.

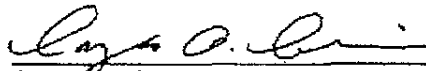
Notwithstanding any provision of these Articles to the contrary, the Corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or with the requirements for deductibility of contributions to the Corporation under Section 170 of the Internal Revenue Code of 1986.

#### ARTICLE 13

#### DISSOLUTION

Upon the dissolution of the Corporation in accordance with Florida law, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of the remaining assets by distributing such assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code. Any assets not disposed of as provided above shall be distributed to the federal government, or to a state or local government, for a public purpose.

SUBSCRIBED to this 19 day of May, 2006.

  
\_\_\_\_\_  
Doug Drouin, Incorporator

HDL000139058 3

H0600013905B 3


**CERTIFICATE OF  
DESIGNATION OF REGISTERED AGENT  
FOR  
THE GLOBAL SCHOOLHOUSE, INC.**

Pursuant to Section 617.0501, Florida Statutes, the following is submitted:

The Global Schoolhouse, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Doug Drouin, located at 9549 Tavernier Drive, City of Boca Raton, County of Palm Beach, State of Florida, as its registered agent for service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I 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 as set forth in Section 617.0501, Florida Statutes.

  
Doug Drouin

2006 MAY 19 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
H0600013905B

**FILED**