

NO6600006689

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

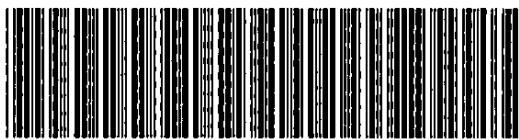
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B13 Lines

Requester's Name

PO Box 550

Address

QUINCY FL 875-1300

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. GADSDEN LERN

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

Walk in

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Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GADSDEN LEARN, INC.

ARTICLE I

The name of this corporation is GADSDEN LEARN, INC., a Florida not-for-profit corporation, with a street address of its initial principal office as 205 North Madison Street, Quincy, Florida 32351.

ARTICLE II

The purposes for which the corporation is organized are as follows:

1. To improve the academic accomplishments and opportunities in Gadsden County.
2. To provide scholarships to students in financial need.
3. To provide funds for remedial work and tutorial assistance.
4. To provide funds for recognition, awards and motivational programs for students and teachers.
5. To provide funds for adult education.
6. Other purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literacy, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
7. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

8. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
9. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provision of any subsequent federal tax laws.
10. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Service Code, or corresponding provision of any subsequent federal tax laws.
11. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
12. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws
13. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.
14. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

There shall be one director upon the creation of this corporation who is Dr. Jim Rodgers, 205 North Madison Street, Quincy, Florida 32351.

The corporation shall have a Board of Directors of no more than twelve members but no less than three members. The method of election shall be stated in the bylaws of the corporation.

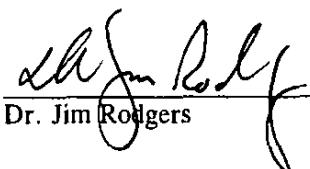
ARTICLE IV

The initial registered agent shall be Dr. Jim Rodgers and the initial registered office of the corporation shall be 205 North Madison Street, Quincy, Florida 32351.

ARTICLE V

The incorporator of GADSDEN LEARN, INC., is Dr. Jim Rodgers.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21 day of June, A.D., 2006.



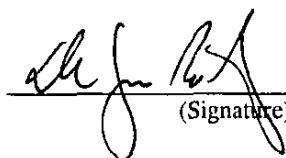
Dr. Jim Rodgers (SEAL)

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDER-SIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is GADSDEN LEARN, INC.
2. The name of the registered agent is Dr. Jim Rodgers, whose address is 205 North Madison Street, Quincy, Florida 32351.

Having been named as registered agent and to accept service of 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.


(Signature)

June 21, 2006

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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