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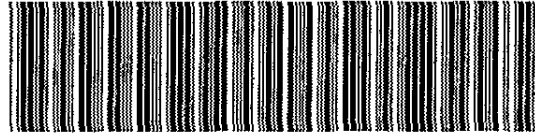
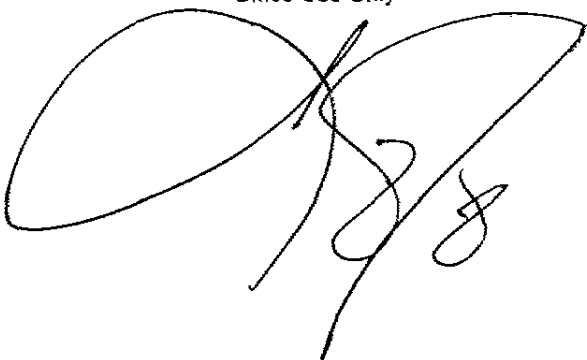
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# The Allison Firm

A Professional Association  
6803 Overseas Highway  
Marathon, Florida 33050

John R. Allison, III, Esq.

Florida Bar No. 135772

August 5, 2006

Secretary of State  
State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Articles of Incorporation of  
**The Learning Center of Key West, Inc.**

Dear Sir/Madam:

I am enclosing original and one copy of the Articles of Incorporation for the above corporation and check in the amount of \$78.75 to cover the following charges:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
TOTAL	\$ 78.75

A stamped, self-addressed return envelope is provided herewith.

Thank you for your prompt attention to this matter.

Sincerely,

JOHN R. ALLISON, III

Enclosures as stated

ARTICLES OF INCORPORATION

OF

THE LEARNING CENTER OF KEY WEST, INC.

The undersigned, by these Articles, hereby form this not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

NAME

The name of the corporation shall be **THE LEARNING CENTER OF KEY WEST, INC.** For convenience, the Corporation shall be referred to in this instrument as "the Corporation."

ARTICLE II

PURPOSES AND POWERS

The Corporation does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to provide for the day care and education of preschool and school aged children (generally ages 3 months to five years) . In order to effectuate these purposes, the Corporation shall have the power to exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declaration, which powers and privileges include but are not limited to the following:

1. to fix and collect tuition and other charges for the services rendered by the Corporation;
2. to pay all expenses incident to the conduct of the business of the Corporation;
3. to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of property of the Corporation;
4. to borrow money and mortgage, pledge or hypothecate any or all of the assets of the Corporation as security for money borrowed or debts incurred;
5. to participate in mergers and consolidations with other non-profit corporations organized for the same purposes; and
6. to have and to exercise any and all powers, rights and privileges which a corporation organized under the Florida Not-for-Profit Corporation Law may now or hereafter have or exercise.

ARTICLE III

MEMBERSHIP AND VOTING

- A. Membership. The members of the Corporation shall consist of all persons approved by the Board of Directors or the Membership Committee.
- B. Membership Criteria. The criteria for membership shall be those persons desiring to foster the objectives of the Corporation and such additional requirements as determined from time to time by the Board of Directors.
- C. Voting. Except as provided in these Articles, the membership shall not be entitled to vote on any matter unless such matter is submitted to the membership by the Board of Directors.
- D. Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE IV

BOARD OF DIRECTORS/ADMINISTRATORS

- A. Membership of Board. The affairs of this Corporation shall be managed by a Board consisting of the number of Directors (sometimes referred to as "Administrators") determined by the By-Laws, but not fewer than three (3) Directors.

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TALLAHASSEE, FLORIDA

- B. First Board of Directors/Administrators. The names and addresses of the persons who shall act in the capacity of Directors (Administrators) until their successors shall be elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Tyler Reynolds	6805 Overseas Highway Marathon, Florida 33050
Palma Lopez	326 Amelia Street Key West, Florida 33040
Robert Dean	6805 Overseas Highway Marathon, Florida 33050

The Administrators named above shall serve until the first election of Administrators, as determined by the By-Laws and any vacancies in their number occurring before the first election of Administrators shall be filled by act of the remaining Administrators.

#### ARTICLE V OFFICERS

The affairs of the Corporation shall be administered by the Officers designated in the By-Laws. After the first appointment of Administrators, the Officers shall be elected by the Board at the first Board meeting following the annual meeting. Officers shall serve at the pleasure of the Board. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

President:	Tyler Reynolds 6805 Overseas Highway Marathon, Florida 33050
Vice President:	Robert Dean 6805 Overseas Highway Marathon, Florida 33050
Secretary:	Palma Lopez 326 Amelia Street Key West, Florida 33040
Treasurer:	Palma Lopez 326 Amelia Street Key West, Florida 33040

#### ARTICLE VI INDEMNIFICATION

- A. Indemnities. The Corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation) by reason of the fact that Indemnitee is or was a director, officer, employee or agent (each, an "Indemnitee") of the Corporation, against liability incurred in connection with such proceeding, including any appeal thereof, if Indemnitee acted in good faith and in a manner Indemnitee reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which Indemnitee reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.
- B. Indemnification. The Corporation shall indemnify any person, who was or is a party to any proceeding by or in the right of the

Corporation to procure a judgment in its favor by reason of the fact that Indemnitee is or was a director, officer, employee, or agent of the Corporation against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner Indemnitee reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

- C. Indemnification for Expenses. To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in subsection A or B, or in defense of any claim, issue, or manner therein, Indemnitee shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.
- D. Determination of Applicability. Any indemnification under subsection A or subsection B, unless pursuant to a determination by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper under the circumstances because Indemnitee has met the applicable standard of conduct set forth in subsection A or subsection B. Such determination shall be made:
1. By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;
  2. If such a quorum is not obtainable or, even if obtainable, by majority vote of a Committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding;
  3. By independent legal counsel:
    - (a) Selected by the non-party Board of Directors or committee prescribed above; or
    - (b) If a quorum of the non-party Directors cannot be obtained and the non-party Committee cannot be designated as provided above (in which Directors who are parties may participate); or
  4. By a majority of the voting interests of the members of the Corporation who were not parties to such proceeding.
- E. Determination Regarding Expenses. Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible however, if the determination of permissibility is made by independent legal counsel, persons specified by paragraph D.1 shall evaluate the reasonableness of expenses and may authorize indemnification.
- F. Advancing Expenses. Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if Indemnitee is ultimately found not to be entitled to indemnification by the Corporation pursuant to this section. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.
- G. Exclusivity: Exclusions. The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute:
1. A violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

2. A transaction from which the director, officer, employee, or agent derived an improper personal benefit; or
  3. Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of the members of the Corporation.
- H. Continuing Effect. Indemnification and advancement of expenses as provided in this section shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.
- I. Application to Court. Notwithstanding the failure of the Corporation to provide indemnification, and despite any contrary determination of the Board or of the members in the specific case, a director, officer, employee, or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if it determines that:
1. The director, officer, employee, or agent is entitled to mandatory indemnification under subsection C, in which case the court shall also order the Corporation to pay the director reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses;
  2. The director, officer, employee, or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the exercise by the Corporation of its power pursuant to subsection G; or
  3. The director, officer, employee, or agent is fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standard of conduct set forth in subsection A, subsection B, or subsection G, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that Indemnitee did not act in good faith or acted in a manner Indemnitee reasonably believed to be not in, or opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, that Indemnitee had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of ~~nolo contendere~~ or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which Indemnitee reasonably believed to be not in, or opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, that Indemnitee had reasonable cause to believe that his conduct was unlawful.
- J. Definitions. For purposes of this Article, the term "expenses" shall be deemed to include attorneys' fees, including those for any appeals; the term "liability" shall be deemed to include obligations to pay a judgment, settlement, penalty, fine, and expenses actually and reasonably incurred with respect to a proceeding; the term "proceeding" shall be deemed to include any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal administrative or investigative, and whether formal or informal; and the term "agent" shall be deemed to include a volunteer, the term "serving at the request of the Corporation" shall be deemed to include any service as a director, officer, employee or agent of the Corporation that imposes duties on such persons.
- K. Amendment. Anything to the contrary herein notwithstanding, no amendment to the provisions of this Article VI shall be applicable as to any party eligible for indemnification hereunder who has not given his prior written consent to such amendment.

## ARTICLE VII BY-LAWS

The first By-Laws of the Corporation shall be adopted by the Board and may be thereafter altered, amended or rescinded in the manner provided in such By-Laws.

ARTICLE VIII  
AMENDMENTS

Amendments to the Articles of Incorporation may be considered at any regular or special meeting of the members and may be adopted in the following manner:

1. Notice of the subject matter of a proposed amendment and of the meeting at which a proposed amendment is considered, and said notice shall be made as required by the By-Laws.
2. A resolution for the adoption of a proposed amendment may be proposed either by the Board or by a majority of the voting members. Administrators and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that such approval is delivered to the Secretary at or prior to the meeting. Such amendments must be approved by not less than sixty-seven (67%) percent of the votes of the voting members.

ARTICLE IX  
TERM

The term of the Corporation shall be perpetual.

ARTICLE X  
DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the voting members. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Corporation was created. In the event that such dedication shall be refused acceptance, such assets shall be granted, conveyed and assigned to any Florida profit or Florida non-profit corporation to be devoted to such similar purposes.

ARTICLE XI  
SUBSCRIBER

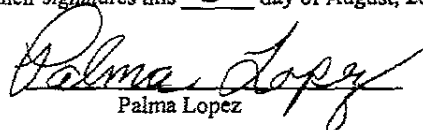
The name and address of the subscriber of these Articles of Incorporation are as follows:

Palma Lopez  
326 Amelia Street  
Key West, Florida 33040

ARTICLE XII  
MISCELLANEOUS

- A. Stock. The Corporation shall issue no shares of stock of any kind or nature whatsoever.
- B. Severability. Invalidation of any one or more of the provisions hereof shall in no way affect any other provisions, which shall remain in full force and effect.
- C. Principal Office; Registered Office and Registered Agent. The initial principal office shall be 241 Trumbo Road, Key West, Florida 33040. The initial registered office of the Corporation shall be 2241 Trumbo Road, Key West, Florida 33040. The initial registered agent at that address shall be John R. Allison, III.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 5 day of August, 2006.

  
Palma Lopez

STATE OF FLORIDA )

COUNTY OF MONROE ) SS.

BEFORE ME, the undersigned authority, a notary public, authorized to administer oaths in the State of Florida, personally appeared Palma Lopez who ( ) is personally known to me to be the individuals described in, or ( ) who produced Florida driver's licenses for identification, and he did not take an oath.

SWORN and subscribed to before me this 5 day of August, 2006



John R. Allison, III

Commission #DD329824 NOTARY PUBLIC, State of Florida

Expires: JULY 19, 2008 at Large

WWW.AARONNOTARY.COM

My Commission Expires:

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation at the place designated in these Articles, I hereby agree to act in such capacity and agree to comply with the provisions of all applicable statutes concerning the proper and complete performance of my duties.

John R. Allison, III

Dated: 8/5/06

08.05.06

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