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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JOSEPH L. VAUGHN, JR., P.A.
ATTORNEY AT LAW

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Also Admitted in Alabama

September 27, 2006

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Via Express U.S. Mail
(EQ 504143065 US)

RE: Filing for new Florida Not-for-Profit Corporation
Name of Corporation: International Learning Center of Jacksonville, Florida, Inc.

Dear Sir or Madam:

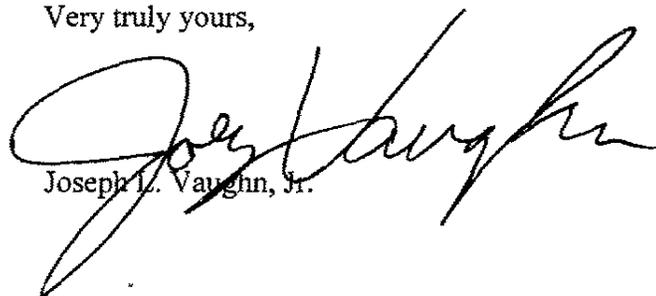
Enclosed is the following document for filing for the formation of a new Florida Not-for-Profit Corporation on behalf of the incorporator of the International Learning Center of Jacksonville, Florida, Inc.

1. Original Articles of Incorporation.
2. Our firm check, No. 1312, payable to the Department of State for \$87.50 (which includes the filing fee, Certified Copy, and Certificate of Status).

Please forward the Certified Copy and Certificate of Status to me at the address listed on this letterhead.

Thank you for your prompt attention to this matter. Please call me if you have any questions or need any additional information.

Very truly yours,



Joseph L. Vaughn, Jr.

JLV/lb
Enclosure as listed

cc: Kim Carr (without enclosures)

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL LEARNING CENTER OF JACKSONVILLE, FLORIDA,
(Florida Not For Profit)**

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TALLAHASSEE, FLORIDA

In compliance with Chapter 617, Florida Statutes, the undersigned acting as Incorporator does hereby adopt and file the following Articles of Incorporation for the purpose of organizing a Florida Not For Profit corporation.

**ARTICLE I
NAME**

The name of the corporation is **INTERNATIONAL LEARNING CENTER OF JACKSONVILLE, FLORIDA, INC.** (hereinafter referred to in these Articles of Incorporation as the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address and the mailing address of the initial principal office of the Corporation is 1638 Rivergate Trail, Jacksonville, Florida 32223.

**ARTICLE III
DURATION**

The existence of the Corporation shall begin on the date of filing with the Department of State, Division of Corporations, State of Florida, and the term of duration of the Corporation shall be perpetual.

**ARTICLE IV
PURPOSE AND POWERS**

(a) Purposes. The Corporation is formed exclusively for religious, charitable, and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. In furtherance of such purposes, the Corporation shall engage in all lawful activities relating to the teaching of English as a second language, and the teaching of occupational and life sustaining skills to international peoples in Duval County, Florida, and throughout the world. Additionally, in furtherance of such purposes, the Corporation shall engage in the teaching and spreading of the Gospel of Jesus Christ to such international peoples and others.

(b) Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Article IV(c) of these Articles of Incorporation, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon non-profit corporations organized under the laws of Florida and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

(c) Restrictions on Powers.

(1) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, if any, director or officer of the Corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation affecting one or more of its purposes), and no member, if any, director or officer of the Corporation, or any other individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise. Any and all property, both real and personal, which may be owned by this Corporation, is and shall always be exclusively and irrevocably dedicated to the exempt purposes of the Corporation. Upon the dissolution of the Corporation, all of the Corporation's assets remaining after payment of or provision for all of its liabilities shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any subsequent federal tax laws.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(3) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code.

(4) All references in these Articles of Incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986 as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

ARTICLE V
INCORPORATOR

The name and address of the incorporator of the Corporation are:

Kimberly A. Carr
1638 Rivergate Trail
Jacksonville, Florida 32223

ARTICLE VI
BOARD OF DIRECTORS

(a) Board of Directors. The entire voting power for all purposes (except the election of Directors, or as otherwise reserved in the Members, if any, as set forth in the bylaws) shall vest, and the management of the affairs of the Corporation shall be vested, in a Board of Directors. The number of directors, their classifications, if any, their terms of office and the manner of their selection or appointment shall be determined according to the bylaws of the Corporation, but in no event shall there be less than three (3) directors.

(b) Liability. The Corporation may indemnify its directors, officers, employees, agents or fiduciaries in their capacity as such to the fullest extent permitted by Florida Law and as may be further set forth in the bylaws of the Corporation.

(c) Preservation of Exempt Status. Notwithstanding any other provision of these Articles of Incorporation or the bylaws, the Corporation shall not indemnify, advance expenses, purchase insurance, or take any other action under these Articles of Incorporation or the bylaws which would jeopardize or be inconsistent with qualification of the Corporation as an organization described in section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 1638 Rivergate Trail, Jacksonville, Florida 32223. The name of the initial registered agent at that address is Kimberly A. Carr. A written statement as required by Section 617.0501, Florida Statutes, is attached to, and considered a part of, these Articles of Incorporation.

ARTICLE VIII
AMENDMENT

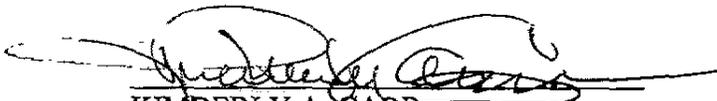
The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members, if any, herein are granted subject to this reservation.

ARTICLE IX
MEMBERSHIP

Membership, if any, in the Corporation shall be allowed only as set forth in the bylaws to be adopted by the Board of Directors.

EXECUTION

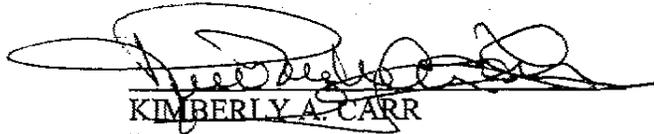
These Articles of Incorporation of **INTERNATIONAL LEARNING CENTER OF JACKSONVILLE, FLORIDA, INC.**, are executed by the following Incorporator this 2nd day of September, 2006.


KIMBERLY A. CARR

**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That **INTERNATIONAL LEARNING CENTER OF JACKSONVILLE, FLORIDA, INC.**, a not for profit corporation duly organized and existing under the laws of the State of Florida, with its registered office being 1638 Rivergate Trail, Jacksonville, Florida 32223, has named Kimberly A. Carr as its registered agent to accept service of process within this State.

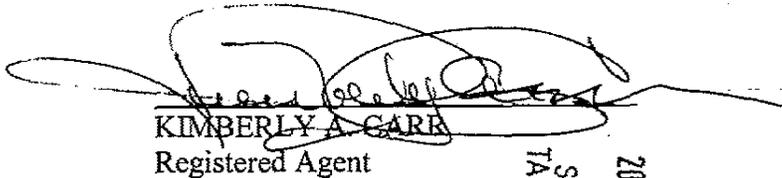

KIMBERLY A. CARR

Incorporator

Date: 9-27-06

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for **INTERNATIONAL LEARNING CENTER OF JACKSONVILLE, FLORIDA, INC.**, at the place designated in these Articles of Incorporation, I accept the appointment as the registered agent. I am familiar with and accept the obligations of the position of registered agent and agree to act in this capacity for **INTERNATIONAL LEARNING CENTER OF JACKSONVILLE, FLORIDA, INC.**


KIMBERLY A. CARR
Registered Agent

Date: 9-27-06

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