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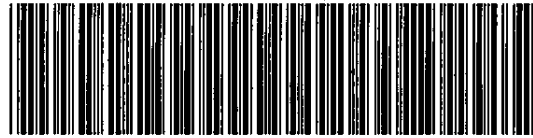
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TALLAHASSEE, FLORIDA

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ROSSWAY MOORE & TAYLOR

ATTORNEYS AND COUNSELORS AT LAW

CHARLES W. MCKINNON
JOHN E. MOORE, III*
BRADLEY W. ROSSWAY
HELEN E. SCOTT
J. ATWOOD TAYLOR, III*
THOMAS W. TIERNEY**

THE OAK POINT PROFESSIONAL CENTER
5070 NORTH HIGHWAY A-1A
SUITE 200
VERO BEACH, FLORIDA 32963
TELEPHONE (772) 231-4440
FACSIMILE (772) 231-4430

SHANNON M. BANITT
TIFFANY S. GRIFFETH
KELLI M. SALO
MICHAEL J. SWAN
OF COUNSEL

*ALSO ADMITTED IN
THE DISTRICT OF COLUMBIA
**ALSO ADMITTED IN CALIFORNIA

November 14, 2006

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

RE: Math-E-Magicians Homework Service, Inc.

Ladies and Gentlemen:

In regard to the above, please find enclosed the Articles of Incorporation for filing with the Secretary of State's Office.

A check in the amount of \$70.00 is also enclosed to cover your filing fee and the Registered Agent fee.

Thank you for your assistance and for returning your Certificate of Filing to this office in the enclosed, pre-prepared return envelope.

Sincerely,



J. Atwood Taylor, III

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Encs.

ARTICLES OF INCORPORATION
OF
MATH-E-MAGICIANS HOMEWORK SERVICE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a not-for-profit corporation under Chapter 617 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be as follows:

MATH-E-MAGICIANS HOMEWORK SERVICE, INC.

The principal place of business of this corporation (hereinafter referred to as the "Corporation") shall be 5070 North Highway A-1-A, Suite 200, Vero Beach, Florida 32963, and the mailing address shall be the same.

ARTICLE II. PURPOSE OF POWERS

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to assist students with math related homework needs. The Corporation shall have the following express powers and shall be permitted and authorized to:

- (a) fix, levy, and collect dues to sustain the Corporation;
- (b) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate, or dispose of real or personal property in connection with the affairs of the Corporation;
- (c) borrow money, and with the asset of two-thirds (2/3rds) of the voting interests of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (d) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Florida Not-for-Profit Corporation Act (Chapter 617, *Florida Statutes*) by law may now or thereafter have or exercise.

ARTICLE III. MEMBERSHIP

Every person or entity, who has paid the required dues to the Corporation, as established periodically by the Corporation, shall be and be deemed a member of the Corporation. A list of members shall at all times be maintained by the Corporation.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be 5070 North Highway A-1-A, Suite 200, Vero Beach, Florida 32963, and the name of the initial registered agent of the corporation at that address is **J. ATWOOD TAYLOR, III**.

ARTICLE V. TERM OF EXISTENCE

This corporation shall be deemed to exist and its operation commenced upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida, Tallahassee, Florida. This corporation is to exist perpetually.

ARTICLE VI. VOTING RIGHTS

All Members whose dues payments to the Corporation are current and in good standing are entitled to vote on all matters pertaining to the Corporation.

ARTICLE VII. DISSOLUTION

The Corporation may be dissolved with the assent given in writing and executed by not less than eighty (80.0%) percent of the voting interests of the members. In the event of dissolution, all of the Corporation's assets shall be granted, conveyed, and assigned to any not-for-profit corporation, association, trust or other like organization.

ARTICLE VIII. BOARD OF DIRECTORS

This Corporation shall have initially three (3) directors. The names and street addresses of the initial directors are as follows:

J. ATWOOD TAYLOR, III - Director
5070 North Highway A-1-A, Suite 200
Vero Beach, Florida 32963

HILLARY ANNE TAYLOR - Director
5070 North Highway A-1-A, Suite 200
Vero Beach, Florida 32963

ROBYN CHRISTINE TAYLOR - Director
5070 North Highway A-1-A, Suite 200
Vero Beach, Florida 32963

The manner in which the directors shall be elected shall be as specified and set forth in the By-Laws adopted by the corporation. Specifically, the membership by majority vote of all of the members shall select the directors.

ARTICLE IX. AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five (75%) percent of the voting interests of the members. The right to amend the By-Laws shall be vested in the members as set forth therein.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are as follows:

J. ATWOOD TAYLOR, III
5070 North Highway A-1-A, Suite 200
Vero Beach, Florida 32963

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 14th day of November, 2006.



J. ATWOOD TAYLOR, III

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

J. ATWOOD TAYLOR, III, whose address is as follows: 5070 North Highway A-1-A, Suite 200, Vero Beach, Florida 32963, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, *Florida Statutes*, and other applicable law.



J. ATWOOD TAYLOR, III

Date: November 14, 2006

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CLERK OF STATE
TALLAHASSEE, FLORIDA