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Division of Corporations

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Account Name : LAW OFFICES OF HAN-RALSTON, PLLC
Account Number : I20050000196
Phone : (813) 639-7575
Fax Number : (813) 434-2348

COR AMND/RESTATE/CORRECT OR O/D RESIGN

GREAT WALL CHINESE SCHOOL, INC

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TALLAHASSEE, FLORIDA

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To: (Division of Corporation, Florida) via eFax Messen Pag2007-10-17 20:02:25 (GMT)

18134342348 From: Hongling Han-Ralston

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10/17/2007 10:52

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Florida Dept of State



October 17, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

GREAT WALL CHINESE SCHOOL, INC
12805 98TH STREET
LARGO, FL 33773

SUBJECT: GREAT WALL CHINESE SCHOOL, INC
REF: N07000003088

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlana Connell
Regulatory Specialist II

FAX Aud. #: H07000208348
Letter Number: 107A00061093

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18134342348 From: Hongling Han-Reiston

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Florida Dept of State



August 20, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

GREAT WALL CHINESE SCHOOL, INC
12805 98TH STREET
LARGO, FL 33773

SUBJECT: GREAT WALL CHINESE SCHOOL, INC
REF: N07000003088

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

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Letter Number: 107A00050327

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

To: (Division of Corporation, Florida) via eFax Message Pag2007-10-17 20:02:25 (GMT)

16134342348 From: Hongling Han-Ralston

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GREAT WALL CHINESE SCHOOL, INC
a Florida Not For Profit Corporation

FILED
07 OCT 17 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the provisions of Chapter 617, Florida Statute, the undersigned corporation, pursuant to a resolution adopted by its board of directors, hereby adopts and files the following Amended and Restated Articles of Incorporation.

ARTICLE I NAME AND PRINCIPAL OFFICE

The name of the corporation shall be GREAT WALL CHINESE SCHOOL, INC. (hereinafter the "Corporation"), and the principal office shall be at 12805 98th Street, Largo, Florida 33773.

ARTICLE II DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE III PURPOSES

The Corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, all funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

The more specific purpose of the Corporation is to provide a superb learning environment of Chinese language and culture in the Tampa Bay area. The school teaches simplified Chinese, and offers Chinese language courses and culture related activities for students ranging from kindergarten to high school as well as adults. The Corporation will also offer other academic subjects as needed.

ARTICLE IV POWERS

The Corporation shall have all of the powers now provided or which may hereafter be provided for not for profit corporations by the laws of the State of Florida, and is empowered to do all lawful acts or things necessary, appropriate or desirable to carry out and in furtherance of its purposes described in Article III.

ARTICLE V LIMITATIONS

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18134342348 From: Hongling Han-Ralston

At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

1. No part of the net earnings of the Corporation, if any, shall inure to the benefit of, or be distributed to, any member of the Corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or Officer of the Corporation, nor to any other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation to any person or organization for services rendered to the Corporation, to make reimbursement for reasonable expenses incurred on behalf of the Corporation, and to make payments and distributions in furtherance of the purposes set forth in these Articles;
2. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these Articles, the Corporation shall not engage in any activities not permitted by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as now enacted or hereafter amended. The Corporation shall not be empowered to do any act or thing which would cause it to lose its status as a not for profit corporation under the laws of the United States or of the State of Florida.

ARTICLE VI BOARD OF DIRECTORS

The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the Corporation shall be defined by statute and by the Corporation's Bylaws. No Director shall have any right, title, or interest in or to any property of the Corporation.

The number, qualifications, election or appointment procedures, terms of service, powers and duties of the Directors and Officers of the Corporation shall be governed by the Bylaws. The initial directors include the following:

Xuefeng Wang, 12805 98th Street, Largo, FL 33773
Xiuzhi Qu, 547 Lake Cypress Circle, Oldsmar, FL 34677
Xiaoping Hu, 2707 Timacqua Drive, Holiday, FL 34691
Yan Li, 2106 Gull Lane, Safety Harbor, FL 34695

ARTICLE VII BYLAWS

To: (Division of Corporation, Florida) via eFax Messen Pag2007-10-17 20:02:25 (GMT)

18134342348 From: Hongling Han-Ralston

The Bylaws of the Corporation shall be adopted by the Board of Directors, and may be altered, amended or repealed by the Board of Directors in the manner provided for in the Bylaws.

ARTICLE VIII AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by the affirmative vote of a two-thirds (2/3) vote of the directors present at a meeting of the Board of Directors.

ARTICLE IX DISSOLUTION

Upon any dissolution of the Corporation under the laws of the State of Florida for not for profit corporations, all of its assets remaining after payment of creditors shall be distributed to one or more organizations selected by the Board of Directors which are qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended and which further the purposes for which the Corporation was organized, subject to the conditions, restrictions, and limitations to which such assets were subject when they were assets of the Corporation. In no event shall any of the Corporation's assets be distributed to the officers, directors, or members of the Corporation.

ARTICLE X REGISTERED OFFICE AND AGENT

The street and mailing address of the registered office of the Corporation is Law Offices of Han-Ralston, PLLC, 2202 N. West Shore Boulevard, Suite 200, Tampa, FL 33607, and the name of the initial registered agent of the Corporation at such address is Hongling Han-Ralston, subject at all times to the right of the Corporation to change either or both the registered office and the registered agent of the Corporation in the manner provided by the laws of the State of Florida from time to time.

IN WITNESS WHEREOF, the undersigned President of the Corporation have executed these Amended and Restated Articles of Incorporation this 14 day of August, 2007.

GREAT WALL CHINESE SCHOOL, INC.
a Florida not for profit corporation

By: [Signature], President
Yan Li

STATE OF FLORIDA)
COUNTY OF Pinellas)

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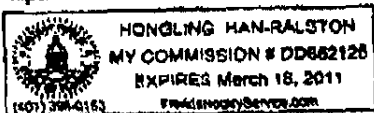
Before me personally appeared Yan Li, who is personally known to me and by me the President of GREAT WALL CHINESE SCHOOL, INC. and who executed the foregoing Amended and Restated Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 13 day of August, 2007.

Hongling Han-Ralston
Notary Public

Hongling Han-Ralston
Print Name

My Commission expires:



Acceptance of Registered Agent

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.

By: Hongling Han-Ralston
Hongling Han-Ralston

Dated: Aug. 14, 2007

10/18/2007 09:14 850-245-5030

REGISTRATION SECTION

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18134342348 From: Hongling Han-Ralston

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OCT-12-2007 08:05 PM YAN LI

CERTIFICATE

The foregoing Amended and Restated Articles of Incorporation was adopted by the Board of Directors of the Great Wall Chinese School, Inc., and does not contain any amendments requiring member approval.

Dated this 4TH day of October, 2007.

GREAT WALL CHINESE SCHOOL, INC.

a Florida not for profit corporation

By: [Signature], President

Yan Li