

N070000074600

From:

Anthony Robbins  
PO Box 420666  
Miami, FL 33242

(City/State/Zip/Phone #)

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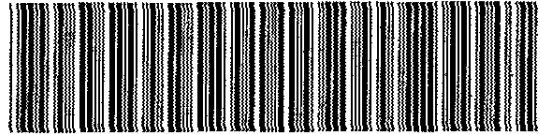
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

07 JUL 30 PM 4:34

July 18, 2007

ANTHONY ROBINS  
POST OFFICE BOX 420666  
MIAMI, FL 33242

SUBJECT: STATE OF FLORIDA CHILD PROTECTIVE SERVICES DIVISION  
OF FAMILY PRESERVATION, INC.  
Ref. Number: W07000034167

We have received your document for STATE OF FLORIDA CHILD PROTECTIVE SERVICES DIVISION OF FAMILY PRESERVATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0401, 617.0401, and 608.406, Florida Statutes, state that entity names "may not contain language stating or implying that the corporation is connected with a state or federal government agency or a corporation chartered under the laws of the United States." Therefore, we are unable to approve the name designated in your document. Please select a new name and make the substitution in all the appropriate places.

The effective date is not acceptable since it is not within five working days of the date of receipt.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of 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) 245-6973.

Claretha Golden  
Document Specialist  
New Filing Section

Letter Number: 707A00045209

EFFECTIVE DATE  
7/24/07

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

07 JUL 30 PM 4:34

**MALIBU KIDS LEARNING CENTER, INC.**

The undersigned acting as incorporators of the corporation pursuant to Chapter 617.0202,

Florida Statute adopts the following articles of incorporation.

**ARTICLE I**

**CORPORATE NAME**

The name of the corporation shall be:

MALIBU KIDS LEARNING CENTER, INC

**ARTICLE II**

**PURPOSE**

This corporation is being organized for the following purposes:

- a. The general nature and business to be carried on by this Corporation is to perform affordable child care for low income families as well as an affordable learning center for school age kids to receive tutoring and other educational services by a licensed and/or certified educator
- b. Recognize parental behavior that sabotages the relationship between the child and the other parent.
- c. Additional to provide private education to school age kids in a private school sector, in a effort to enhance the education of poverty stricken families within the South Florida area.

### ARTICLE III

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

### ARTICLE IV

The manner in which the directors are elected or appointed are as follows:

- a. In pursuant to Florida Statute 617.0802, all directors of this corporation must be a natural person who is 18 years of age or older but need not be residents or members of this state.
- b. At all times the board of directors must consist of a minimum of three individuals and not more than 12 members shall sit on the Board of Directors.
- c. Directors shall be elected or appointed initially by the incorporators of these articles and thereafter the sitting chairman of the board with the approval of the majority vote of the existing board choose any directors to fill vacancies on the corporation.
- d. Directors may be divided into classes pursuant to Florida Statute 617.0806 each director shall hold office for a term to which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified or until his or her earliest resignation, removal from office or death.

## ARTICLE V

The initial Board of Directors shall have three members whose names and addresses are:

Seancr M. Robbins, M.Ed.  
18422 NW 23<sup>rd</sup> Ct.  
Miami, Florida 33056

Edward Dennison  
2734 NW 183<sup>rd</sup> Street  
Miami, Florida 33056

Anthony L. Robbins  
PO Box 420666  
Miami, Florida 33242

Denise Brown  
PO Box 420666  
Miami, Florida 33242

The number of directors may be raised or lowered by amendment of the by-laws of the corporation, but shall in no case be less than one.

## ARTICLE VI

### PRINCIPAL OFFICE

The principal office of this corporation shall be located at 1031 Ives Dairy Road # 228, Miami Gardens, Florida 33169

## ARTICLE VII

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1031 Ives Dairy Road, Suite # 228, Miami Gardens, Florida 33169, and the name of the initial registered agent of the corporation ROBBINS, PHILLIPS, SMITH & ASSOCIATES c/o RODNEY B. ROBINSON, ESQ. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

## ARTICLE VIII

The manner in which the directors may resign or be removed shall be listed accordingly:

- a. A director may resign at any time by delivering written notice to the board of directors or its chair of the corporation.
- b. A resignation is effective when the notice is delivered unless the notice specifies a later date.
- c. Any member of the board of directors may be removed from office with or without cause by the vote or argument in writing by majority of all votes of members.
- d. The notice of the meeting of all members to recall a member of the board of directors shall state the specific directors sought to be removed.
- e. A proposed removal of a director at a meeting shall require a separate vote for each board member sought to be removed where removal is sought to be written agreement, a separate agreement is required for each board member to be removed.
- f. If the removal is effective at a meeting, any vacancies created shall be filled by the members at the same meeting.
- g. Any officer or director who is removed from the board shall not be eligible to stand for re-election until the next annual meeting of the members.
- h. Any director removed from office shall turn over to the board of directors within 72 hours any and all records of the corporation in his or her possession.

- i. If the director fails to comply the circuit court in the county where the corporation's principal office is located may summarily order the director to relinquish his or her office and turn over any and all documents.

#### ARTICLE IX

Said corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501 C (3) of the Internal Revenue Code (or corresponding section of any federal tax code) No part of the net earnings of the corporation shall inure to be benefit of or be distribute to it's members, trustees, directors, officers or other private personas, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501 C (3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislature, and the corporation shall not participate in or interfere in any political campaign on behalf or in opposition of any candidate for public office.

#### ARTICLE X

Upon dissolution of this corporation assets shall e distributed for one or more exempt purposes with the meaning of section 501 C (3) of the Internal Revenue Code, I.e. charitable, educational, religious or scientific or corresponding section of any future federal tax' code, or shall be distributed to the federal government or to a state or local government for public purposes.

## ARTICLE XI

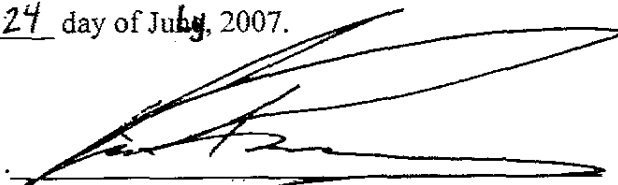
### BYLAWS

The initial director shall submit the proposed bylaws to the board of directors at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of the bylaws by the affirmative vote of two-thirds of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

## ARTICLE XII

Amendments to these articles must be pursuant to the Florida Statute 617.1002 and a no time should article be amended without written consent from the majority of the board.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 24 day of July, 2007.




ANTHONY ROBBINS, Incorporator

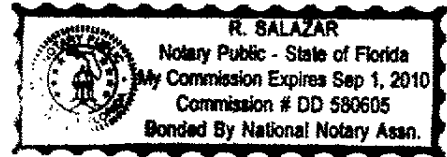


STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 21 day of July 2007, by Anthony Robbins, who is personally known to me or provided a Florida Driver License as identification and who did not take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires  
Commission No:

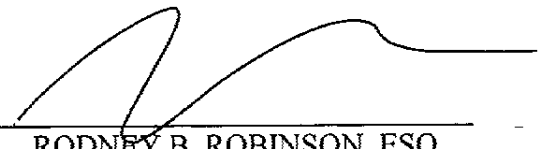


R SALAZAR  
\_\_\_\_\_  
Typed or Printed Name of Notary

ACKNOWLEDGMENT

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Having been named to accept service of process of the above stated corporation at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By:   
\_\_\_\_\_  
RODNEY B. ROBINSON, ESQ.  
Attorney At Law  
Florida Bar # 773409