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TALLAHASSEE, FLORIDA

KS
11/16/07

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Community of Learning StPete, INCORPORATED
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Raymond E Glenn
Name (Printed or typed)

725 8th Street North #7
Address

Saint Petersburg, Florida 33701
City, State & Zip

725 8th Street North #7
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF
Community of Learning stpete, INCORPORATED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is Community of Learning stpete, Incorporated.

ARTICLE II

Principal Place of Business

The principal place of business and mailing address of the corporation shall be located at 725 8th Street North #7, Saint Petersburg FL 33701.

ARTICLE III

Purposes

Section 1. This corporation is organized and shall be operated exclusively for providing technology training and educating resources to residents living within our region. The sole purpose of the corporation is to help narrow the digital divide between low income and high income communities in our region by:

identifying emerging technologies and finding better ways to utilize them in our region

utilizing our IT knowledge to develop training and educational programs which benefit residents living in our region.

assist organizations and individuals who want to integrate technology into their growth plans
work in partnership with businesses and organizations to find IT jobs for residents living in our region.

Section 2. All the assets and earnings of the corporation shall be used exclusively for the exempt purposes set forth above, including the payment of expenses incidental thereto.

ARTICLE IV

Membership and Officers

Section 1. The membership of this corporation shall consist of persons who are interested in narrowing the digital divide between low income and high income communities and meet such additional qualifications as may be prescribed in the by laws of this corporation. Qualified persons shall become members of the corporation upon approval or acceptance in any manner authorized by the Board of Directors.

Section 2. The voting and other rights and privileges of members and the provisions for termination of membership shall be as set forth in the bylaws of this corporation.

Section 3. The officers of this corporation shall be a Chairman, Vice Chairman, Secretary, Treasurer, financial officer and such other officers as may be provided for in the bylaws.

Section 4. The qualifications of officers, the time and manner of electing or appointing them, the duties of and the term of office, and the manner of removing officers shall be as set forth in the bylaws.

Section 5. The names of the persons who are to serve as officers of the corporation until their successors are elected and qualified are:

Acting Chairman
Vice Chairman
Secretary

Raymond Glenn
Alan Darulla
Kathleen Mannion

Treasurer
Acting Financial officer

Phillip Hayes
Garl Ed Garber

ARTICLE V

Board of Directors and Management

Section 1. The affairs of the corporation shall be managed by a Board of Directors who shall serve without compensation. The Board of Directors shall consist of not less than five (5) or more than twelve (12) directors. The Board shall have the authority to set the exact number of board members as may be required from time to time. The Board of Directors must live in Florida and reflect the diversity within in their communities.

Section 2. The names and street address of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Raymond Glenn	725 8 th Street North Apt 7 Saint Petersburg, Florida 33701
Alan Darulla	10774 63 Ave Seminole, Florida 33772
Phillip Hayes	3601 14 th Ave North Saint Petersburg, Florida 33712
Garl Garber	1020 Egret Court Dunedin, Florida 34698
Kathleen Mannion	719 8 th Street North Saint Petersburg, Florida

Section 3. Directors shall be removed in accordance with the procedure provided in the Bylaws.

Section 4. Director of the corporation may be appointed by the board members

ARTICLE VI

Location of Registered Office and Registered Agent

The address of the initial registered office of this corporation is the office of the secretary, 719 8th Street North Saint Petersburg, FL 33701 and the name of this corporation's initial registered agent at such address is Kathleen Mannion, Secretary.

ARTICLE VII

Incorporator

The name and address of the incorporator is: Raymond Glenn, Acting Chairman, 725 8th Street North # 7 Saint Petersburg, FL 33701

ARTICLE VIII

Powers and Limitations on Powers

Section 1. This corporation shall have all the powers and authority as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida.

Section 2. No part of the net earnings shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying out of a program of propaganda or otherwise attempting to influence legislation. The corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws) or by any organization contributions to which are deductible under Section 170(c) (2) of the Internal

Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws). The corporation shall have no capital stock, pay no dividends, distribute no part of the income to its members, directors, or officers, and the private property of the subscribers, members, directors, and officers shall not be liable for the debts of the corporation. The Corporation shall not have the power to convey, lease, pledge, or otherwise encumber assets of the State of Florida.

ARTICLE IX

Amendments to Bylaws and Articles of Incorporation

The Bylaws of the corporation shall be adopted at the first meeting of the Board of Directors and may be adopted, altered, amended, or repealed by a majority vote of the Board of Directors at any regular or special meeting of the Board, or by all directors signing a written statement manifesting their intention that the Bylaws be adopted, altered, amended, or repealed, and in all instances, with the written concurrence of the Director and the approval of the Board of Directors; provided, however, in the event of any meeting, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished in writing to each director of the corporation, at least ten (10) days prior to the meeting at which such Bylaws alteration shall be voted upon.

The Articles of Incorporation of the corporation may be amended by two-thirds (2/3) vote of the Board of Directors at any regular or special meeting of the Board or by all directors signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, and in all instances, with the written concurrence of the Director of Community of Learning stpete Inc. and the approval of the Board of Directors; provided, however, with respect to any meetings, notice thereof, which shall include the text of the proposed change to the Articles of Incorporation, shall be furnished in writing to each member of the corporation at least ten (10) days prior to the meeting at which such Amendment of the Articles of Incorporation is to be voted upon.

ARTICLE X

Term of Existence

This corporation shall commence corporate existence upon the date of signing these articles of incorporation by the incorporators and shall have perpetual existence unless it shall be dissolved pursuant to the laws of the State of Florida and these Articles of Incorporation.

ARTICLE XI

Dissolution

Upon dissolution or winding up of this corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be disbursed to Community of Learning, Incorporated, provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), or in the event that such organization is not in existence or Community of Learning, Incorporated, is not exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the corporation shall be distributed to such technology, educational and charitable organizations ruled exempt by the Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue of 1954 (or corresponding provisions of any subsequent revenue laws), as may be selected by the director based on a recommended plan of disposition made by the last Board of Directors. None of the assets will be distributed to any members, directors, or officers of this corporation.

The undersigned, one of the incorporators of this corporation, for the purpose of forming this corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation this day of November 13, 2007.

Raymond E. Glenn 11/13/07
Signature Date

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NOV 19 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(SEAL)

STATE OF FLORIDA COUNTY OF PINELLAS

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Raymond E. Glenn to me well known to be the person described as an incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

Shirley W. Shelton

Notary Public, State of Florida at Large

My Commission Expires: _____



SHIRLEY W. SHELTON
MY COMMISSION # DD 584004
EXPIRES: September 12, 2010
Bonded Thru Budget Notary Services

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Kathleen Mannion
Signature/Registered Agent

11-11-07
Date

Raymond E. Glenn
Signature/Incorporator

11-11-07
Date