

Division of Corporations

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DIVISION OF CORPORATION

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Lifelong Learning Academy at USE, Inc.**

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

LIFELONG LEARNING ACADEMY AT USF, INC.

The undersigned, for the purpose of forming a corporation not for profit under the Florida Business Corporation Act, Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is:

Lifelong Learning Academy at USF, Inc.

Article 2. Principal Office and Mailing Address. The principal office and mailing address of the Corporation is:

8350 North Tamiami Trail, #A124  
Sarasota, Florida 34243

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The Corporation is organized to enrich the lives of mature adults by providing affordable, outstanding educational programs covering a broad spectrum of topics, rich in intellectual stimulation and worthy of being taught at a university.

The Corporation may also engage in such other charitable and educational activities, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding Section of any future federal tax code, generally related to or in furtherance of the above purposes.

Prepared by: L. Howard Payne, Esq.  
The Payne Law Group, P.A.  
240 South Pineapple Avenue, Suite 401  
Sarasota, Florida 34236  
(941) 487-2800  
Atty. Bar #061952

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Article 5. Powers. The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles. The Corporation shall not issue shares of Stock. The Corporation is constituted so as to attract substantial support from contributions from persons in the community in which it operates, and has not been formed for pecuniary or financial gain. The Corporation shall not distribute any part of its income to its members, directors, officers, or other private persons, except that the Corporation may pay compensation in a reasonable amount to its members, directors, officers, and employees for services rendered in furtherance of the purposes set forth in Article 4 hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the Corporation, assets shall be distributed to such organization or organizations as may be selected by the last acting Board of Directors, which shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, after paying or making provisions for the payment of all liabilities of the Corporation. Any such assets not so disposed of shall be disposed of by a court of

competent jurisdiction in the county where the principal office of the Corporation is then located, exclusively for the purposes or to the organization or organizations as said court shall determine are organized and operated exclusively for charitable, educational, religious, or scientific purposes.

Article 6. Members. The qualification for and manner of admission of members shall be regulated by the Bylaws.

Article 7. Election of Directors. The method of election of directors shall be regulated by the Bylaws.

Article 8. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 240 South Pineapple Avenue, Suite 401, Sarasota, Florida 34236, and the name of its initial Registered Agent at that address is David W. Payne.

Article 9. Incorporator. The name and address of the Incorporator are as follows:

Nathan R. Miller	8350 North Tamiami Trail, #A124
	Sarasota, Florida 34243

Article 10. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them.

Article 11. Bylaws. The first Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors or the members in the manner provided by the Bylaws.

Article 12. Indemnification. The Corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

Article 13. Commencement of Corporate Existence. In accordance with Section 617.0203, Florida Statutes, the date when corporate existence shall commence is the date of execution by the incorporator of these Articles of Incorporation. In the event these Articles of Incorporation are not

filed within the time period set forth in Section 617.0203, Florida Statutes, the date when corporate existence shall commence is the date of filing by the Secretary of State.

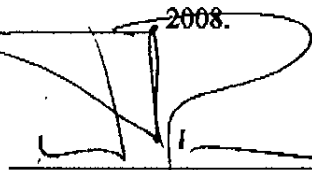
IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on this 9th day of June, 2008.

  
NATHAN R. MILLER, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of Lifelong Learning Academy at USF, Inc., which is contained in the foregoing Articles of Incorporation, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and accepts the duties and obligations of Section 617.0501, Florida Statutes.

DATED this 9th day of June, 2008.

  
DAVID W. PAYNE  
Registered Agent

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