

NO 9000006956

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H09000164367 3)))



H090001643673ABC3

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 617-6381

From:
Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
Fax Number : (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2009 JUL 16 PM 1:01

FLORIDA PROFIT/NON PROFIT CORPORATION

THE LEARNING ALLIANCE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

RECEIVED
DEPARTMENT OF STATE
09 JUL 16 PM 2:12

Electronic Filing Menu

Corporate Filing Menu

Help

7/17/09

JUL. 16. 2009 1:06PM

CAPITAL CONNECTION

NO. 4213 P. 2
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2009 JUL 16 PM 1:01

STATE OF FLORIDA
CERTIFICATE OF INCORPORATION
OF
THE LEARNING ALLIANCE, INC.
(A Non-Stock, Non-Profit Corporation)

THE LEARNING ALLIANCE, INC., hereby adopts this Certificate of Incorporation pursuant to the provisions of Chapter 617 of the Florida Statutes of the State of Florida.

FIRST: The name of the Corporation is **THE LEARNING ALLIANCE, INC.**

SECOND: The place of business and address of this Corporation shall be:

5955 82nd Avenue
Vero Beach, Florida 32967

THIRD: The mailing address of this Corporation shall be:

P. O. Box 643278
Vero Beach, Florida 32964

FOURTH: The address of the registered office of the Corporation in the State of Florida is 5955 82nd Avenue, Vero Beach, Florida, 32967, in the County of Indian River, and the name of its registered agent at such address is Barbara R. Hammond.

FIFTH: This Corporation shall be a non-profit corporation. The purposes of the Corporation is to be an advocate for children with learning differences by increasing public awareness of the needs of these children and by working in partnership with community leaders to design, fund and implement programs to close regional service gaps. Central to this effort, is the identification of best practice solutions and the active development of local diagnostic, mental health and educational support professionals and to engage in any lawful act or activity for which corporations may be organized under the Division of Corporations of the State of Florida. Such purpose shall include, without limitation, the following:

1. The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to individuals and organizations that qualify as exempt organizations under Section 501(c)(3) of such Code.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, 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 the purposes set forth in this Certificate of Incorporation.

3. No 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.

4. Notwithstanding any other provision of this Certificate of Incorporation, 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; (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of Florida pursuant to the provisions of the Division of Corporations of the State of Florida.

SIXTH: The Corporation shall be organized on a non-stock basis and the Corporation shall not have any capital stock and shall have no members.

SEVENTH: The authority for all activities and affairs of the Corporation shall be in the Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the By-Laws of the Corporation as from time to time in effect. The number of Directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the By-Laws, but in no case shall the number be less than three (3) or more than eighteen (18). The Directors need not be members of the Corporation unless so required by the By-Laws or by Statute. The Board of Directors shall be elected in the manner provided in the By-Laws at the annual meeting of the Corporation to be held on such date as the By-Laws may provide, and shall hold office until their successors are respectively elected and qualified. The By-Laws shall specify the number of Directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the By-Laws of the Corporation, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the Corporation. They may further have power to authorize the seal of the Corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the By-Laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Directors of the Corporation may, if the By-Laws so provide, be classified as to term of office. This Corporation may elect such officers as the By-Laws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the By-Laws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the By-Laws of this Corporation.

EIGHTH: Upon the dissolution of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 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 a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located exclusively for such purposes or to such

organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

NINTH: The name and mailing address of the sole incorporator is as follows:

Barbara R. Hammond
4683 Pebble Bay Circle
Vero Beach, FL 32963

TENTH: The personal liability of the Directors of the Company is hereby eliminated to the fullest extent permitted by the provisions of Chapter 617 of the Florida Statutes of the State of Florida, as the same may be amended and supplemented.

ELEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of Chapter 617 of the Florida Statutes of the State of Florida, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under that Chapter from and against any and all of the expenses, liabilities or other matters referred to in or covered by that Chapter, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, or disinterested Directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.


TWELFTH: The Company reserves the right to amend or repeal any provisions contained in this Certificate of Incorporation from time to time and at any time in the manner now or hereafter prescribed in this Certificate of Incorporation and by the laws of the State of Florida.

THE UNDERSIGNED, for the purpose of forming a non-profit corporation under the laws of the State of Florida, does hereby make, file and record this Certificate, and does hereby certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 16 day of July, 2009.


BARBARA R. HAMMOND, Incorporator

THE LEARNING ALLIANCE, INC.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, BARBARA R. HAMMOND, having been named as Registered Agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.



BARBARA R. HAMMOND, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2009 JUL 16 PM 1:01