

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Douglas-Braxton Inc.

Certificate of Status	1
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

Douglas-Braxton Inc.

ARTICLE II PRINCIPAL**Principal place of business and mailing address**

The principal place of business and mailing address of this corporation shall be:

**Douglas-Braxton Inc.
3604 Morning Meadows Lane
Orange Park, FL 32073**

ARTICLE III PURPOSE(S)

Douglas-Braxton Inc.'s purpose is to provide a small and large learning community where children (0-12 yrs) learn and grow by implementing and teaching the Florida Sunshine State Prekindergarten Standards for VPK children and subject area standards for students in elementary - middle school who need tutoring or remediation. Douglas-Braxton Inc.'s Tutor time is a learning center (Family Child Care Home) within the community that has taken greater meaning and responsibility in helping close the achievement gap in the sub groups for AYP. Douglas-Braxton Inc.'s tutor time mission and vision is to provide a whole-system approach to help meet society's evolving need in education.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article Third 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 or in opposition to 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 the 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 the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 a Court of Competent Jurisdiction 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.

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ARTICLE IV

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Manner of election of directors

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

The Method of election of directors are to be stated in the bylaws.

ARTICLE V

Initial Directors/Officers

The names and street addresses of the Directors/Officers: (OPTIONAL)

**Estella Braxton - President/Director
3604 Morning Meadows Lane
Orange Park, FL 32073**

ARTICLE VI

Initial registered agent and street address

The name and the street address of the initial registered agent is:

**Estella Douglas Braxton
3604 Morning Meadows Lane
Orange Park, FL 32073**

ARTICLE VII

Incorporators

The name(s) and the street address(es) of the Incorporator(s) for these articles of Incorporation is (are):

**Estella Braxton
3604 Morning Meadows Lane
Orange Park, FL 32073**

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

6th day of October 2009.


SIGNATURE

Estella Braxton
Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN THE DESIGNATING THE
REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Douglas-Braxton Inc.

2. The name and address of the registered agent and office is:

Estella Douglas Braxton

Name

3604 Morning Meadows Lane

(P.O. Box or Mail Drop Box NOT Acceptable)

Orange Park, FL 32073

(City / State / Zip)

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TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated corporation as 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 the statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Estella Douglas Braxton

Estella Douglas Braxton

Signature

October 6, 2009

(Date)

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