

N 10000002014

Noah Valenstein
(Requestor's Name)

215 S. Monroe St., Suite 130
(Address)

(Address)

Tallahassee, FL 32301
(City/State/Zip/Phone #)

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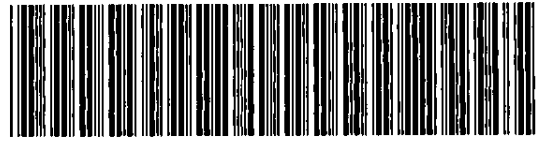
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**ARTICLES OF INCORPORATION
OF
NEWGLOBAL LEARNING ACADEMICS, INC.**

THE UNDERSIGNED, acting as sole incorporator of **NEWGLOBAL LEARNING ACADEMICS, INC.** (the "Corporation"), under the Florida Not-for-profit Corporation Act (Chapter 617 of the Florida Statutes), hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name

The name of the Corporation is **NEWGLOBAL LEARNING ACADEMICS, INC.**

ARTICLE II

Principal Office and Mailing Address

The location of the principal office and mailing address of the Corporation is 1325-E N. West 53rd Avenue, Gainesville, Florida 32609. The location of the principal office and mailing address shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE III

Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is 215 South Monroe Street, Suite 130, Tallahassee, FL 32301-7721, and the initial Registered Agent at such address is Leonard J. Dietzen, III.

ARTICLE IV

Purposes

The Corporation is organized and shall be operated exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code"); to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes. Specifically, the activities of the Corporation will include the operation of schools in the State of Florida.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE V

Powers

The Corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended, but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

(1) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda or otherwise attempting to influence legislation to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

At any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code (the "Code") and Section 617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

(1) The Corporation shall distribute, for one or more of the purposes specified in these Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax on undistributed income imposed by Code Section 4942(a).

(2) The Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), which would give rise to any liability for the tax imposed by Code Section 4941(a).

(3) The Corporation shall not retain any excess business holdings, as defined in Code Section 4943(c), which would give rise to any liability for the tax imposed by Code Section 4943(a).

(4) The Corporation shall not make any investments in such manner as to subject it to the tax under Code Section 4944.

(5) The Corporation shall not make any taxable expenditures, as defined in Code Section 4945(d), which would give rise to any liability for the tax imposed by Code Section 4945(a).

ARTICLE VI

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors, subject to any limitations set forth under the laws of the State of Florida, these Articles of Incorporation or the Bylaws of the Corporation. The initial Directors shall be appointed by the Incorporator and shall serve until their successors shall be elected. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The names and addresses of the Directors are:

<u>Name</u>	<u>Address</u>
Kristin Mallory	SIA Tech / NEW Education for the Workplace 2611 Temple Heights Drive Oceanside, CA 92056
Joan F. Kaywell, Ph.D.	University of South Florida 4202 E. Fowler Avenue Tampa, FL 33620-5650
Theresa Thompson	Homestead Job Corps Center 12350 SW 285 th Street Homestead, FL 33033-1251

ARTICLE VII

Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

- (1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;
- (2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, as determined by the Board of Directors.

ARTICLE VIII

Amendment

These Articles may be amended by the initial board of directors or upon adoption pursuant to the bylaws.

ARTICLE IX

Incorporator

The name and address of the sole incorporator of the Corporation is: Leonard J. Dietzen III, 215 South Monroe Street, Suite 130, Tallahassee, FL 32301-7721.

IN WITNESS WHEREOF, I have hereunto set my hand this 26th day of February, 2010.



LEONARD J. DIETZEN III, Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article III of the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this 26th day of February, 2010.

REGISTERED AGENT:

Leonard J. Dietzen III.

By: 

LEONARD J. DIETZEN III, Incorporator

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