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FLORIDA PROFIT/NON PROFIT CORPORATION
Endsley Road Education, Inc.

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**Articles of Incorporation of
Endsley Road Education, Inc.
(A Corporation Not For Profit)**

Pursuant to the requirements of the Florida Not For Profit Corporation Act (the "Act"), the undersigned Florida nonprofit corporation adopts the following Articles of Incorporation:

ARTICLE I - Name

The name of the Corporation is: Endsley Road Education, Inc. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 5378 Brookline Drive, Orlando, Florida 32819.

ARTICLE III - Purpose

A. The Corporation is organized and shall be operated exclusively for charitable and educational purposes including, for such purposes, but without limitation thereon, operating as an educational organization by (i) having the primary function of the Corporation be the presentation of formal instruction, (ii) normally maintaining a regular faculty and curriculum and (iii) normally having a regularly enrolled body of students in attendance at the place at which educational activities are regularly carried on. One or more of the places where educational activities are regularly carried on may be organized as separate legal entities, each subject to the exclusive control of the Corporation.

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which Corporations qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 Article. The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) thereof.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization (a) exempt from federal income tax under Section 501(c)(3) of the Code; (b) contributions to which are deductible for income tax purposes under Section 170(c)(2) of the Code; (c) bequests to which are deductible for federal estate tax purposes under Section 2055(a)(2) of the Code; and (d) gifts which are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

ARTICLE IV - Private Foundation Limitations

Notwithstanding anything to the contrary hereinbefore contained, for any period in which the Corporation is a private foundation described in Section 509(a) of the Code:

A. the Corporation shall distribute its income from each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

B. the Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code;

C. the Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code;

D. the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

E. the Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code.

ARTICLE V - Term of Existence

The Corporation shall exist perpetually, unless dissolved according to law.

ARTICLE VI - Registered Office and Agent

The street address of the registered office of the Corporation is 5378 Brookline Drive, Orlando, Florida 32819 and the name of the registered agent of the Corporation at that address is Rowena Baker Flanders.

ARTICLE VII - Members

The Corporation shall have one or more members. The Bylaws of the Corporation shall make provision with regard to the members of the Corporation, including the manner of admission to membership.

ARTICLE VIII - Directors

Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE IX – Incorporator

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

<u>Name</u>	<u>Address</u>
Rowena Baker Flanders	5378 Brookline Drive Orlando, FL 32819

ARTICLE X - Bylaws

A. At the initial meeting of the Corporation, the Board of Directors of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation, as the same may be amended from time to time, nor contrary to the laws of the State of Florida or the United States.

B. The power to adopt, alter, amend or repeal Bylaws shall be as provided in the Bylaws of the Corporation.

ARTICLE XI - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by the Act; provided, however, the members of the Corporation shall be entitled to vote on any proposed amendment to the Articles of Incorporation.

ARTICLE XII – Merger

The Corporation may be party to a merger and approve a plan of merger in the manner provided by the Act; provided, however, the members of the Corporation shall be entitled to vote on any plan of merger.

ARTICLE XIII – Certain Sales, Leases, Exchanges or Other Dispositions of Corporate Property

Any transactions contemplated by Sections 617.1201 or 617.1202 of the Act shall be subject to the approval of the members and the members shall be entitled to vote on any such transaction. Under no circumstances shall the board of directors be permitted to take any of the actions contemplated by either such Sections of the Act without first obtaining the approval of the members.

ARTICLE XIV - Dissolution

A. The Corporation may be dissolved in the manner provided by the Act; provided, however, the members of the Corporation shall be entitled to vote on any resolution to dissolve the Corporation.

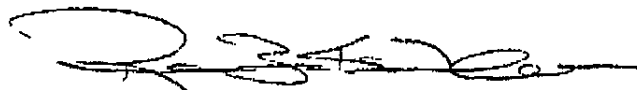
B. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all the assets of the Corporation exclusively for charitable or educational purposes to such "qualified" organization or organizations as the Board of Directors shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article only if at the time of the distribution of such assets it is operated exclusively for purposes described in Section 170(c)(2)(B) of the Code and is an organization described in Section 501(c)(3) thereof.

C. Any assets not distributed by the Board of Directors as provided herein, shall be distributed by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation, or to such qualified organization or organizations as said court shall determine.

ARTICLE XV - Indemnification

The Corporation shall fully indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand this 15th day of November, 2011, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.



Rowena Baker Flanders, Incorporator

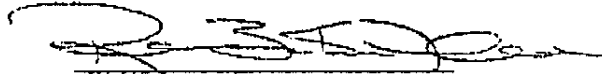
REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not For Profit Corporation Act, the following is submitted in compliance with said statute:

That Endsley Road Education, Inc., desires to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the 5378 Brookline Drive, Orlando, Florida 32819, County of Orange, State of Florida, has named Rowena Baker Flanders, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State of Florida.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above-styled corporation, at the office stated above, I hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent and agree to comply with the provisions relative to keeping said office open.



Rowena Baker Flanders

Registered Agent

Date: November 15, 2011

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