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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: W.E. PHILLIPS LEARNING ACADEMY, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: CAROLYN M. PHILLIPS
Name (Printed or typed)

2506 S. PARSONS AVE.
Address

SEFFNER, FL. 33584
City, State & Zip

813 990-7331
Daytime Telephone number

nylorac7@verizon.net
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 18, 2012

CAROLYN M. PHILLIPS
2506 S. PARSONS AVE
SEFFNER, FL 33584

SUBJECT: W.E. PHILLIPS LEARNING ACADEMY, INC.
Ref. Number: W12000003083

We have received your document for W.E. PHILLIPS LEARNING ACADEMY, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 112A00001200

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ARTICLES OF INCORPORATION

12 JAN 20 PM 4: 33

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W.E. PHILLIPS LEARNING ACADEMY, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE 1. Name:

The name of the Corporation is W.E. Phillips Learning Academy, Inc.

ARTICLE 2 Duration:

The duration of the Corporation is perpetual.

ARTICLE 3. Purpose:

The corporation is organized as an educational institution exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law), including, but not limited to, for such purposes, the providing of preschool, elementary and secondary education to children and any other activity not prohibited to corporations under the Florida Not-For-Profit Corporation Act that is in furtherance of tax-exempt purposes.

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which nonprofit educational organizations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the nonprofit educational organization or necessary or desirable in order to accomplish them.

ARTICLE 4. Initial Office and Registered Agent:

The name and street address of the initial Principal Office and Registered Agent is Carolyn M. Phillips located at 2506 S. Parsons Avenue, Seffner, FL 33584.

ARTICLE 5 Members/Stock:

The corporation shall have members. The corporation shall not have any class of stock.

ARTICLE 6. Initial Board of Directors:

The number of Directors constituting the initial Board of Directors is four. The Directors were appointed by the President of the organization. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than three.

The name and address of the initial Directors of the organization is as follows:

1. President: Samuel L. Phillips, 2506 S. Parsons Ave, Seffner, Fl. 33584
2. Vice President: Ronald G. Thomas, 2506 S. Parsons Ave, Seffner, Fl. 33584
3. Treasurer: Augustus O. Neverson, 2506 S. Parsons Ave, Seffner, Fl. 33584
4. Secretary: Arthur Demps, 2506 S. Parsons Ave, Seffner, Fl. 33584

ARTICLE 7. INCORPORATOR:

The name and address of the Incorporator is Carolyn M. Phillips, 2506 S. Parsons Ave. Seffner, FL 33584

ARTICLE 8. Amendment:

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Members is subject to this reservation.

ARTICLE 9.

The corporation shall not have members. The affairs of the Corporation shall be conducted, and all corporate authority shall be exercised, by or under the authority of the Board of Directors

ARTICLE 10.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its 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 tax-exempt purposes of the corporation set forth in Article 3.

ARTICLE 11.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, distribute all of the assets of the corporation to a fund, foundation, or corporation that is organized and operated exclusively for religious, charitable, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code).

ARTICLE 12.

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.

ARTICLE 13.

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, except that the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 14.

The corporation shall not discriminate on the basis of race, color, or national or ethnic origin. The corporation shall admit students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students and shall be racially nondiscriminatory in the administration of all of its policies and programs.

IN WITNESS WHEREOF, The undersigned has signed these Articles of Incorporation
on this 19 day of JANUARY CM Phillips
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of W. E. Phillips
Learning Academy, Inc., which is contained in the foregoing Article of Incorporation.

DATED this 19th day of January CM Phillips
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA