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Florida Department of State
Division of Corporations
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January 23, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations
NEXT GENERATION GLOBAL EDUCATION, INC.
2098 WILD LIME DRIVE
SANIBEL, FL 33957US

SUBJECT: NEXT GENERATION GLOBAL EDUCATION, INC.
REF: N12000005767

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**RESTATED ARTICLES OF INCORPORATION
OF
NEXT GENERATION GLOBAL EDUCATION, INC.
A NONPROFIT CORPORATION**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, (Chapter 617, Florida Statutes) do hereby make and adopt the following Restated Articles of Incorporation:

**Article 1
NAME**

The name of the Corporation is: NEXT GENERATION GLOBAL EDUCATION, INC.

**Article 2
NOT FOR PROFIT**

The Corporation is a corporation not for profit as defined in Chapter 617 of the Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

**Article 3
DURATION**

The duration of the Corporation is perpetual.

**Article 4
PURPOSES**

The Corporation is exclusively organized, and shall be operated exclusively for, the following charitable and educational purposes:

A. To promote and consolidate open education resources into a Global Curriculum Continuum which will address those standards common among students in the State of Florida, the United States of America, and the World, by providing quality education for all children anytime, anywhere.

B. To educate and train educators in the philosophy and approach necessary to use the global curriculum continuum successfully.

C. To assist and support in the development of an infrastructure which will insure student access to the global curriculum continuum.

D. To work as a Supervisory Union, helping schools change to a blended learning environment, encouraging virtual schools to move to individualized learning platforms for their students, and providing supervisory oversight and access to learning platforms for parents who home-school.

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E. To consolidate Open Educational Resources and network educators from around the world to design a K-12 curriculum continuum that will be used in any type of educational environment anywhere as the tool that supports personalized instruction.

F. To provide dynamic technology-based, modular, non-graded instruction that is interactive, immersive, and engaging.

G. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

H. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5 LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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 4 (Purposes) 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 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article 6 MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

*1413000017098 2***Name:**

Tracy Hanson

Address:2098 Wild Lime Drive
Sanibel, FL 33957

Lindley Hanson

195 B Derby Street
Salem, MA 01970

Michael Rubenstein

12527 New Brittany Blvd, Building 30
Fort Myers, FL 33907

John M. Wicker

6603 Willow Lake Circle
Fort Myers, FL 33966

Bruce Lawson

17965 Countryside Landings Cir
Punta Gorda, FL 33955**Article 7****REGISTERED OFFICE AND AGENT**

The street address of the current Registered Office of the Corporation is 12670 New Brittany Blvd., Suite 101, Fort Myers, FL 33907, and the name of its initial Registered Agent at that address is John M. Wicker, Esq.

Article 8**BOARD OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is four (4). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than four (4). The Voting Members shall elect the Directors at an annual meeting of Voting Members. The Bylaws may provide for ex officio and honorary Directors and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

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Name: Tracy Hanson	Address: 2098 Wild Lime Drive Sanibel, FL 33957
Lindley Hanson	195 B Derby Street Salem, MA 01970
Michael Rubenstein	12527 New Brittany Blvd, Building 30 Fort Myers, FL 33907
John M. Wicker	6603 Willow Lake Circle Fort Myers, FL 33966
Bruce Lawson	17965 Countryside Landings Cir Punta Gorda, FL 33955

**Article 9
BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

**Article 10
AMENDMENT**

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

**Article 11
NONSTOCK BASIS**

The Corporation is organized and shall be operated on a nonstock basis and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

**Article 12
INDEMNIFICATION**

The Corporation may indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

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Article 13
DISTRIBUTION UPON DISSOLUTION

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, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of pursuant to Florida law and exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

Article 14
COMMENCEMENT OF CORPORATE EXISTENCE

The date when corporate existence shall commence as of the time and date of the filing of the original Articles of Incorporation with the Secretary of State of Florida pursuant to Section 617.0123, Florida Statutes, which these Restated Articles of Incorporation shall hereafter replace in their entirety.

Article 15
INCORPORATOR

The name and address of the Incorporator is as follows:

Name:
Tracy Hanson

Address:
2098 Wild Lime Drive
Sanibel, FL 33957

Article 16
PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS

The principal office address of the corporation is 2098 Wild Lime Drive, Sanibel, FL 33957. The mailing address of the corporation is 2098 Wild Lime Drive, Sanibel, FL 33957.

Article 17
APPROVAL

These Restated Articles of Incorporation were approved and adopted by all of the members and directors of the Corporation on the 22ND day of January, 2013.

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**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION**

John M. Wicker, Esq., an individual residing in the State of Florida, having a business office identical with registered office of NEXT GENERATION GLOBAL EDUCATION, INC. and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of NEXT GENERATION GLOBAL EDUCATION, INC., is familiar with and does hereby accept the obligations of the position of Registered Agent under Section 617.0501, Florida Statutes. I hereby agree to act in this capacity, and I further agree to comply with the provisions of Florida law relative to the proper and complete performance of my duties.



John M. Wicker, Esq.Dated: 1/22/2013

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IN WITNESS WHEREOF, the undersigned, being all of the directors and members of NEXT GENERATION GLOBAL EDUCATION, INC., hereby execute these Restated Articles of Incorporation and verify, subject to the penalty of perjury, that the statements contained above and herein are true.

Tracy Hanson
TRACY HANSON, President

Michael Rubenstein
MICHAEL RUBENSTEIN, Director

L.S. Hanson
LINDLEY HANSON, Director

John M. Wicker
JOHN M. WICKER, Director

Bruce Lawson
BRUCE LAWSON, Director

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 22 day of January, 2013, by TRACY HANSON, MICHAEL RUBENSTEIN, LINDLEY HANSON, JOHN M. WICKER, and, BRUCE LAWSON.

My Commission Expires:

SEAL

Cindy D'Angelo
Notary Public, State of Florida

(printed name of notary)

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced _____