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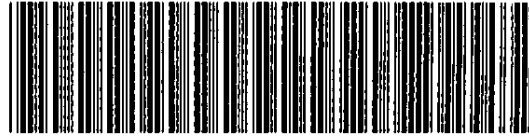
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**BriersCPA**

*Members of American Institute of Certified Public Accountants  
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July 25, 2013

Articles of Incorporation  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: THE LEARNINGWORKS FOUNDATION, INC.**

To Whom It May Concern:

Please find enclosed the Articles of Incorporation of The Learningworks Foundation, Inc., a Florida not-for-profit corporation, for recording. A check for \$87.50 is included to cover the recording fees.

Once the document has been recorded, please return a Certificate of Status and Certified Copy to our office using the enclosed self addressed and stamped envelope.

If you have any questions, please do not hesitate to contact us directly.

Sincerely,

Alexander P. Camejo, CPA

Enclosures

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**ARTICLES OF INCORPORATION**  
**OF**  
**THE LEARNINGWORKS FOUNDATION, INC.**

a Florida not-for-profit corporation

The undersigned adult natural person, acting as incorporator, hereby establishes a nonprofit corporation pursuant to applicable Florida law and adopts the following articles of incorporation:

**FIRST:**     **Name and Address.** The name of the corporation is The Learningworks Foundation, Inc. The business address of the corporation is 2326 Butterfly Palm Drive, Naples, Florida 34119.

**SECOND:**   **Duration.** The corporation shall have perpetual existence. These Articles of Incorporation shall be effective immediately upon filing with the Department of State in the State of Florida.

**THIRD:**

(a)   **Purposes.** The corporation is a public benefit corporation, which is organized exclusively for a charitable purpose and not for the private gain of any person. The corporation exists to make qualifying distributions to organizations that are organized and operated exclusively for charitable, scientific, literary, or organizational purposes, testing for public safety, preventing the cruelty to animals or children, and religious purposes as defined in Section 501(c)(3) of the Internal Revenue Code.

(b)   **Powers.** In furtherance of the foregoing purposes and objective (but not otherwise) and subject to the restrictions set forth in the section (c) of this article, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Florida and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

(c)   **Restrictions on Powers.**

(1) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, trustee, director or officer of the corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its purposes).

(2) No part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate 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.

(3) Upon dissolution of the corporation, all of the corporation's assets remaining after payment or provision for all its liabilities shall be paid over or transferred to one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas 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.

(4) Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code

(5) Furthermore, during any period of time in which the corporation is a "private foundation" as defined in section 509(a) of the Internal Revenue Code:

(i) The corporation shall not engage in any act of "self-dealing" as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941 of the Internal Revenue Code;

(ii) The corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 of the Internal Revenue Code;

(iii) The corporation shall not retain any "excess business holdings" as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943 of the Internal Revenue Code;

(iv) The corporation shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 of the Internal Revenue Code; and

(v) The corporation shall not make any "taxable expenditure" as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945 of the Internal Revenue Code.

(6) All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

**FOURTH: Registered Office and Agent.** The address of the initial registered office of the corporation is 2326 Butterfly Palm Drive, Naples, Florida 34119. The name of its initial registered agent at such address is H. Michael Mogil.

**FIFTH: Members.** The corporation shall have no members. The corporation shall have no capital stock.

**SIXTH:**

(a) **Board of Directors.** This corporation shall have at least three (3) directors. The number of directors may either be increased or diminished from time to time by the Bylaws or by the resolution of the board of directors, but shall never be less than three (3).

(b) **Director Removal.** A director may be removed with or without cause by the majority of the board of Directors at any regular or special meeting.

(c) **Director Election.** Directors shall be elected by the Board of Directors in the manner stated by the Bylaws.

**SEVENTH: Bylaws.** The initial bylaws of the corporation shall be as adopted by the Board of Directors. The Board of Directors shall have power to alter, amend or repeal the bylaws from time to time in force and adopt new bylaws. The bylaws of the

corporation may contain any provisions for the regulation or management of the affairs of the corporation that are not inconsistent with law of these articles of incorporation, as these articles may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these articles, shall have the effect of giving any director or officer of the corporation any proprietary interest in the corporation's property or assets, whether during the term of the corporation's existence or as an incident to its dissolution.


**EIGHTH: Incorporator.** The name and address of the Incorporating Director to the Articles of Incorporation is:

H. Michael Mogil


2326 Butterfly Palm Drive

Naples, FL 34119

IN WITNESS WHEREOF, these Articles of Incorporation have been executed below in accordance with Subsection 6(b) of section 617.01201, Florida Statutes, on (Insert Date)

  
(H. Michael Mogil), Incorporating Director

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCCES FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 617.0503 FLORIDA STATUES.

  
(H. Michael Mogil), Registered Agent

DATED: \_\_\_\_\_

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