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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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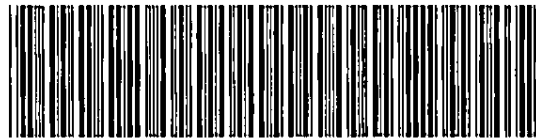
(Business Entity Name)

(Document Number)

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COVER LETTER

To: Florida Department of Corporations
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Name of Corporation: **Educational Pathways Inc.**
Document Number: **P16000090291**

Please find the enclosed documents:

1. Articles of Dissolution;
2. Filing fee of \$35 for the Articles of Dissolution;
3. Articles of Incorporation; and
4. Filing fee of \$70 for the Articles of Incorporation.

Note that I do not intend to revoke the dissolution and that I release the name to the new non-profit. Accordingly, if both documents and fees are to your satisfaction, please **file the Articles of Dissolution first, followed by the Articles of Incorporation.** The reasoning is I am converting the status of this entity from a for-profit corporation to a non-for-profit corporation.

Thank you for your assistance,



11/30/19

Callhan F. Soldavini, Esq.

Please return all correspondence concerning this matter to:
Mary Arthur
President of Educational Pathways Inc.
5890 Lancewood Way
Naples, FL 34116

For further information concerning this matter, please call:
Callhan Soldavini at (239) 398-4831

**ARTICLES OF INCORPORATION OF
EDUCATIONAL PATHWAYS INC.**

Pursuant to the applicable provisions of Chapter 617 of the Florida Statutes, the undersigned, desiring to form a Florida not for profit corporation, hereby certifies and files the following Articles of Incorporation of Educational Pathways Inc. (hereinafter the "Corporation"):

**ARTICLE I
CORPORATION NAME**

The name of the Corporation shall be Educational Pathways Inc.

**ARTICLE II
PRINCIPAL OFFICE ADDRESS**

The street address of the Corporation's initial principal office is:

5890 Lancewood Way
Naples, FL 34116

**ARTICLE III
MAILING ADDRESS**

The Corporation's mailing address is:

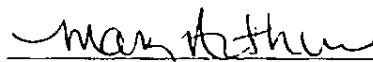
5890 Lancewood Way
Naples, FL 34116

**ARTICLE IV
REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the Corporation's initial registered office and the name of the Corporation's initial registered agent at that address is:

Mary Arthur
5890 Lancewood Way
Naples, FL 34116

Having been named as registered agent to accept service of process for the above-stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Mary Arthur, Registered Agent

2019 FEB 14 AM 10:16
FILED

ARTICLE V
DURATION AND MEMBERSHIP

The Corporation shall have perpetual existence. The qualification for members, if any, and the manner of their admission shall be stated in the Corporation's Bylaws.

ARTICLE VI
DIRECTORS

The number of Directors and the method of election of Directors shall be stated in the Corporation's Bylaws.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

Mary Arthur
5890 Lancewood Way
Naples, FL 34116

ARTICLE VIII
CORPORATE PURPOSES

The purposes for which this Corporation is formed are exclusively charitable and educational and consist of the following:

1. This Corporation is formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. To educate, equip, and empower students with a primary diagnosis of a language-based disability through a school program that is designed to strengthen students' academic, social, and emotional needs. The Corporation shall be administered in the public interest and in a manner, which carries out the purpose stated herein and in the Bylaws. The Corporation shall have all powers enumerated under Chapter 617, Florida Statutes.
3. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, religious, scientific or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

4. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.
5. All of the foregoing purposes shall be exercised exclusively in a charitable and educational manner, such that the Corporation qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX **501(c)(3) LIMITATIONS**

1. **CORPORATE PURPOSES.** Notwithstanding any other provision of these Articles of Incorporation, this 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. **EXCLUSIVITY.** The Corporation is organized exclusively for charitable and educational purposes.
3. **NO PRIVATE INUREMENT.** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any private person or individual. The Corporation shall not distribute any gains, profits, or dividends to the Directors, Officers, members or trustees thereof, or to any other private persons or individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered in carrying out, and to make payments and distributions in furtherance of, the purposes set forth in these Articles of Incorporation.
4. **LOBBYING AND POLITICAL CAMPAIGNS.** 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.
5. **DISSOLUTION.** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be

distributed to an organization recognized as exempt within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE X AMENDMENT

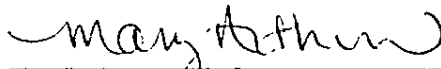
The method for amending these Articles of Incorporation shall be stated in the Corporation's Bylaws.

ARTICLE XI EFFECTIVE DATE

The Effective Date of these Articles of Incorporation shall be the date of filing with the Department of State.

These Articles of Incorporation are hereby executed by the incorporator on this 30th day of January 2019.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.



Mary Arthur, Incorporator and President