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ACCOUNT NO. : 072100000032

REFERENCE : 628913 137845A

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AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : June 29, 1995

ORDER TIME : 10:40 AM

ORDER NO. : 628913

CUSTOMER NO: 137845A

CUSTOMER: Eric D. Bruce, Esq  
ERIC D. BRUCE, P.A.

537 Tenth Street, West

Bradenton, FL 34205

DOMESTIC FILING

NAME: EDUCATION HELPS, INC.

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
95 JUN 29 PM 3:50

JUN 28 1995 BSB

ARTICLES OF INCORPORATION

OF

EDUCATION HELPS, INC.

● FILED  
95 JUN 29 PM 3:50

I, the undersigned, do hereby join and associate ourselves together for the purpose of creating and becoming a Corporation, non-profit in nature and purpose, in accordance with the laws of the State of Florida, and do jointly and severally subscribe to these Articles of Incorporation.

ARTICLE I

NAME, ADDRESS AND INITIAL REGISTERED AGTNT AND OFFICE

The name of this Corporation shall be EDUCATION HELPS, INC. The address of the Corporation's principal place of business is 601 45th Street West, Bradenton, FL 34209, and its mailing address is the same. The initial registered agent is David Jonathan and the street address of its initial registered office is 601 45th Street West, Bradenton, FL 34209.

ARTICLE II

OBJECTIVES AND PURPOSES

The general objectives and purposes of this Corporation shall be:

1. To help individuals develop and grow spiritually, educationally, emotionally, and physically, with our center of focus being youth oriented
2. To do all acts and things necessary, convenient or expedient to carry on the above-mentioned purposes.
3. To engage in all other activities not prohibited by the Laws of Florida and to have all other powers given not-for-profit corporations under the Laws of Florida.

ARTICLE III

QUALIFICATIONS OF MEMBERS

The qualification of members and manner of admission to membership of the Corporation shall be as regulated by the Bylaws.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Organization shall have perpetual existence.

ARTICLE V

NAMES AND ADDRESS OF INCORPORATOR

DAVID JONATHAN  
601 45th Street West  
Bradenton, FL 34209

Incorporator

## ARTICLE VI

### DIRECTORS OF THE ORGANIZATION

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of at least three (3) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws.

## ARTICLE VII

### NAMES AND ADDRESSES OF INITIAL BOARD OF DIRECTORS

GLEND A F. PATON  
2709 60th Street West  
Bradenton, FL 34209

President, Secretary,  
Treasurer

DONALD HOKE  
7415 Riverview Drive  
Bradenton, FL 34209

Director

TONY TULLIO  
6914 Arbor Oaks Court  
Bradenton, FL 34209

Director

## ARTICLE VIII

### INDEMNITY

To the fullest extent permitted by Chapters 607 and 617 of the Florida Statutes (hereinafter referred to as the "statutes"), as the same may be from time to time amended, but subject to all restrictions set forth therein, the Corporation shall indemnify, hold harmless, and advance expenses to, as defined in the statutes, any person, his or her heirs, personal representative, executor, administrator or guardian who was or is a party to any proceeding, as defined in the statutes, by reason of the fact that he or she is or was a director or officer of the Corporation, against liability as defined in the statutes, expenses as defined in the statutes and amounts paid in settlement incurred in connection with such proceeding, including any appeal thereof. This indemnification article shall specifically not apply to persons or entities who are or were employees or agents of the Corporation, but who are not or were not directors or officers of the Corporation.

## ARTICLE IX

### DISSOLUTION

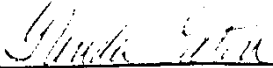
In the event the Corporation is dissolved by either voluntary or involuntary means, all assets of the Corporation shall be distributed equally among the organizations in Manatee County, Florida, or the one located closest to the Corporation if no such organizations are located therein, having the same or similar purpose and having a tax-exempt status under the provisions of Section 501(c)(3) of the Internal Revenue Code as now written or as hereinafter amended or under any corresponding provisions of any subsequent federal tax laws. The determination required hereby

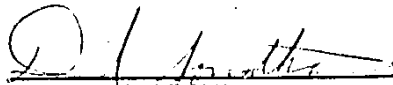
shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein.


ARTICLE X

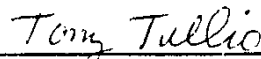
AMENDMENT OF THE ARTICLES

These Articles may be altered, amended or repealed in whole or in part by a two-thirds vote of all of the Directors, provided that any such changes shall be consistent with the laws of Florida which define, limit or regulate the powers of the Corporation or the Directors of the Corporation. An Amendment, upon its approval by the Secretary of State of Florida, filing in the office of the said Secretary of State, and payment of all required filing fees, shall be come and be taken as part of these Articles of Incorporation.

  
\_\_\_\_\_  
GLENDA EATON  
President, Secretary, Treasurer

  
\_\_\_\_\_  
DAVID JONATHAN  
Incorporator

  
\_\_\_\_\_  
DONALD HOKE  
Director

  
\_\_\_\_\_  
TONY TULLIO  
Director

I hereby accept Designation as Registered Agent of the above-named Corporation, and I am familiar with and accept the obligations of the position.

  
\_\_\_\_\_  
DAVID JONATHAN