

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-221-9171
904-221-1091 FAX

000-342-0086



ACCOUNT NO. : 079100000031

REFERENCE : 025147 166402A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 30, 1996

ORDER TIME : 1:17 PM

ORDER NO. : 025147

CUSTOMER NO: 166402A

40000017018004
-01/30/96--01105--0006
****122.50 ****122.50

CUSTOMER: Mr. Jan Skjerve
INTERNATIONAL BUSINESS
ADVANTAGE, INC.
Suite 100
120 University Park Drive
Winter Park, FL 32792

DOMESTIC FILING

NAME: WORLD OF KNOWLEDGE FOUNDATION,
INC.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: LORI DUNALP

EXAMINER'S INITIALS: _____

FILED
96 JAN 30 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 JAN 30 PM 3:20
DIVISION OF CORPORATION

T. BROWN JAN 31 1996

ARTICLES OF INCORPORATION
OF
WORLD OF KNOWLEDGE FOUNDATION, INC.
A Non-Profit Corporation

FILED
96 JAN 30 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a not for profit corporation pursuant to Chapter 617 of the laws of the State of Florida, do hereby adopt the following articles of incorporation, and do hereby agree and certify as follows:

ARTICLE I
Name

The name of this corporation (the "Corporation") shall be

WORLD OF KNOWLEDGE FOUNDATION, INC.

The address of this corporation shall be:

120 University Park Dr.
Suite 170
Winter Park, FL 32792

ARTICLE II
Commencement of Corporate Existence

This Corporation shall commence corporate existence upon the filing of these articles by the Florida Department of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III
Purposes and General Powers

The purpose for which this Corporation is organized are exclusively to promote understanding and cooperation between the American people and culture and people and cultures of the world through education. This Corporation will be committed to provide the best available knowledge of science, computers, languages and other educational topics that will advance the level of knowledge of participants. It plans to provide educational material, and establish institutes, schools or colleges with adequate staffing to achieve the excellence in education. It will generate its funds from enrollment fees, educational material sold, sponsorship programs, donations and other lawful means of fundraising. This Corporation will operate within the meaning of Section 501(c)(3) of the internal Revenue Code of

1986 (the "Code"), not for pecuniary profit, including, except as restricted by Article X herein, the performance of the following activities exclusively for such purposes, except as restricted by Article X herein:

- A. The operation and maintenance of facilities to satisfy the educational objectives.
- B. the provision of funds to other organizations qualified as except pursuant to Section 501(c)(3) of the Code and which have similar purposes.

ARTICLE IV Members

The qualifications for members and the manner of their admission and expulsion shall be as regulated by the By-laws. This corporation is organized upon a nonstock basis and shall not issue shares of stock.

ARTICLE V Initial Registered Office and Agent

The initial registered office of this Corporation shall be located at 120 University Park Dr. , Suite 170, Winter Park, Florida 32792 and the initial registered agent of the Corporation at that address shall be JAN SKJERSAA. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

ARTICLE VI Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of ^{three}~~two~~(3) directors. The number of directors of the Corporation shall be specified, from time to time, by the By-Laws provided, however, that the number of directors shall never be less than one (1). The names and street addresses of the initial directors of this Corporation are :

LAURI LOTT
Post office Box 1100
Goldenrod, FL 32733

Michele Baker
Post Office Box 821
Goldenrod, FL 32733

Ammar Charani
Post Office Box 1777
Goldenrod, FL 32733

The manner in which directors will be elected/appointed will be determined in the bylaws.

ARTICLE VII
Incorporation

The name and street address of the person signing these articles of incorporation as incorporator are:

LAURI LOTT
Post office Box 1100
Goldenrod, FL 32733

ARTICLE VIII
Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX
Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE X
Restrictions and Interpretations

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 purposes set forth in Article III hereof.

Section 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent the Corporation has elected to come under the provisions of the Code allowing certain lobbying expenditures), 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.

Section 3. Notwithstanding any other provisions of these articles of incorporation, the Corporation shall not carry on any activity not permitted to be carried on (1) by a corporation exempt from

federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4. All references herein to the provisions of the Internal Revenue Code of 1986 shall include both amendments thereto and the corresponding provisions of any future federal tax code.

ARTICLE XI **Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for one or more of the purposes of the Corporation which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of the Corporation to the federal government, or to a state or local government, for a public purpose. Any asset not so disposed of shall be disposed of by the Circuit Court 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 one or more of the purposes of the Corporation.

ARTICLE XII **Additional Provisions**

Additional provisions for these Articles of Incorporation shall be:

1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or any corresponding section of any future tax code.

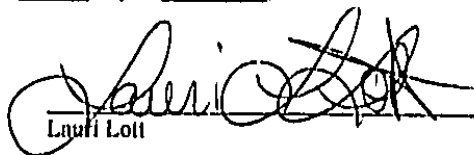
2) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or any corresponding section of any future tax code.

3) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

4) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or any corresponding section of any future federal tax code.

3) The corporation shall not make any taxable expenditures as defined in section 4943(d) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hand and seal this 29 day of Jan., 1996.


Lauri Lott

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared LAURI LOTT, known to me and who has taken an oath, and known by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 29 day of January, 1996.



personally known: ()
identification presented: (X) PL DLH

1300-532-67-562.0

exp 2-98


NOTARY PUBLIC - Signature

Adriana M CASTILLO
PRINTED NAME OF NOTARY

My commission expires: OCT 3 1997

DESIGNATION AND ACCEPTANCE

OF

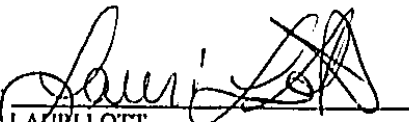
REGISTERED AGENT

WORLD OF KNOWLEDGE FOUNDATION, INC.
A Non-Profit Corporation

FILED
96 JAN 30 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, World of Knowledge Foundation, Inc., a Non-Profit Corporation, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 120 University Park Dr. , Suite 170, Winter Park, Orange County, Florida, has named JAN SKJERSAA located thereat as its registered agent to accept service of process within this state.

By:


LAURI LOTT
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:


JAN SKJERSAA
Registered Agent

N96000000544

WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.
ATTORNEYS AT LAW

J.P. CAROLAN, III
JAMES EDWARD CREEK, III
J. JEFFREY DEERY
JOHN H. DYER, JR.
DYKES C. EVERETT
NANCY B. FREEMAN
JOHN D.M. HAINES
GREGORY L. HOLZHAUER
PAULA P. LIGHTSEY

W. B. WINDERWEEDLE (1000-1070)
WILLIAM H. HAINES (1000-1008)

BARNETT BANK BUILDING
280 PARK AVENUE, SOUTH
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WINTER PARK, FL 32780-0880

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14TH FLOOR
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ORLANDO, FL 32802-1301

TELEPHONE (407) 423-4248
FAX (407) 423-7014

ROBERT P. MAJOR
C. BRIENT MCCOYHREN
WILLIAM H. HODDINGSON, JR.
RANDOLPH J. RUSH
THOMAS A. SIMPSON, JR.
WILLIAM A. WALKER II
HAROLD A. WARD, III
ALLISON L. WARREN
W. ORAHAM WHITE
VICTOR E. WOODMAN

REPLY TO:
ORLANDO OFFICE

July 12, 1996

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

200001894372
-07/16/96--01065--014
*****87.50 *****87.50

Attn: Amendment Section

Re: World of Knowledge Foundation, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Amendment to Articles of Incorporation of World of Knowledge Foundation, Inc. Also please find a check for \$87.50 to cover the required filing fee and certified copy.

Should you have any questions regarding this matter, please do not hesitate to call me.

Sincerely,

M. Deborah Fricke
Corporate Legal Assistant

FILED
55 AUG -1 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

:mdf
enclosures



WINDERWEEDLE
HAINES, WARD
& WOODMAN, P.A.

Est. 1931





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 18, 1996

M. Deborah Fricke
Winderweedlye, Haines et al
P.O. Box 1391
Orlando, FL 32802-1391

SUBJECT: WORLD OF KNOWLEDGE FOUNDATION, INC.
Ref. Number: N96000000544

We have received your document for WORLD OF KNOWLEDGE FOUNDATION, 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):

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return 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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 696A00034874

WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.
ATTORNEYS AT LAW

J.P. CAROLAN, III
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ALLISON L. WARREN
W. GRAHAM WHITE
VICTOR E. WOODMAN

REPLY TO:
ORLANDO OFFICE

July 30, 1996

Mr. Steven Harris
Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

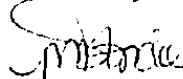
Re: World of Knowledge Foundation, Inc.
Ref. Number: N96000000544

Dear Mr. Harris:

Per your letter of July 18, 1996, enclosed please find the Articles of Amendment to Articles of Incorporation of World of Knowledge Foundation, Inc. which have been revised to specify that there were no members entitled to vote on such amendment. Please note that we would prefer to have the effective date of such amendment be July 18, 1996, the date of your letter.

Thank you for your attention to this matter. Should you have any questions, please do not hesitate to call me.

Sincerely,



M. Deborah Fricke
Corporate Legal Assistant

:mdf
enclosures



WINDERWEEDLE
HAINES, WARD
& WOODMAN, P.A.

EST. 1931



ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
WORLD OF KNOWLEDGE FOUNDATION, INC.

WHEREAS, the name of the Corporation is World of Knowledge Foundation; and

WHEREAS, the Corporation was incorporated pursuant to the provisions of the Florida General Corporation Act, on January 30, 1996; and

WHEREAS, the undersigned Corporation, by and through its Directors and pursuant to the provisions of Section 617.1001 of the Florida Statutes, wish to amend the aforesaid Articles of Incorporation; and

WHEREAS, the Board of Directors at a meeting held as of April 1, 1996, unanimously agreed to amend the aforesaid Articles of Incorporation in the manner hereinafter set forth and there were no members entitled to vote on such amendment;

NOW, THEREFORE, the undersigned hereby amends the Articles as follows:

1. Article III - Purposes and General Powers of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

**"ARTICLE III
PURPOSES**


This corporation is organized exclusively for charitable, literary, educational and scientific purposes, and to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, literary, educational and scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or they may hereafter be amended.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no member, trustee or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Except as above provided, the corporation shall not afford pecuniary gains, incidentally or otherwise, to its members, directors, officers or other private persons."

2. Except as modified herein, the Articles of Incorporation of said Corporation shall be and remain in full force and effect.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 1st day of April, 1996.

WORLD OF KNOWLEDGE
FOUNDATION, INC., a Florida Not-for-
Profit Corporation

By: 
Ammar Charani
its President