



THE COMPANY CORPORATION

100 N. Maple Street • Wilmington, Delaware 19801-1151 • Telephone: 302-575-0110 • Fax: 302-575-1416

July 12, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Barefoot Learning, Inc.
P3363475BADUM

9000001916129
-113/08/96--01023--017
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Barefoot Learning, Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0444 ext.7003, with questions regarding the enclosed application.

Sincerely,

Dawn Showell

Dawn Showell
Corporate Service Representative

enc.

FILED
JUL 16 - 5 PM 3:27
TALLAHASSEE, FLORIDA

RECEIVED
96 JUL 23 AM 8:27
DIVISION OF CORPORATIONS

308 (p13)
11916-15559



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 25, 1996

THE COMPANY CORPORATION
1313 N. MARKET STREET
WILMINGTON, DE 19801-1151

SUBJECT: BAREFOOT LEARNING, INC.
Ref. Number: W96000015559

We have received your document for BAREFOOT LEARNING, INC. and check(s) totaling \$70.00. However, your check(s) and document are being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 096A00035743



THE COMPANY CORPORATION

111 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone (302) 575-0440 • Fax (302) 575-1346

August 1, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Barefoot Learning, Inc.
P3363475BADUM

Dear Sir or Madam:

Enclosed please find Certificate of Incorporation with corrections as requested for Barefoot Learning, Inc. A copy of your recent correspondence is enclosed for reference.

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 7003, with questions regarding the enclosed application.

Sincerely,

Kimberly Andras
Director Corporate Filings

enc.

ARTICLES OF INCORPORATION
of
Barefoot Learning, Inc
A Non-Stock, Non-Profit Corporation

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TALLAHASSEE FLORIDA

- I. The name of the corporation is Barefoot Learning, Inc.
- II. Its registered office in the State of Florida is located at 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The registered agent in charge thereof is Larry Wolfe.
- III. The address of the principal office of the corporation and mailing address is 606 Terrace St., Tallahassee FL 32308.
- IV. This is a non-stock, non-profit corporation. The purpose of the corporation is to engage in any lawful act or activity for which non-profit corporations may be organized under the laws of the state of Florida, specifically engaging in educational training and counseling.

Said corporation is organized exclusively for charitable, religious, education, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt 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).
- V. The manner of election of directors shall be identified in the by-laws.
- VI. The name and mailing address of the incorporator is:

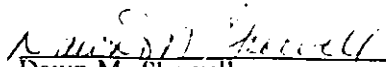
Dawn M. Showell c/o The Company Corporation
1313 N. Market Street
Suite 3410
Wilmington DE 19801

- VII. 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 Three hereof. No part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to 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 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).
- VIII. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation,

dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization(s) operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Law) as the Board of Directors shall determine. Any such assets not so 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 designated purposes.

- IX. The corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to their reservation.

Dated: July 12, 1996


Dawn M. Showell

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS
MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this Barefoot Learning, Inc. desiring to
organize under the laws of the state of Florida with its principal place of business located in
the city of Tallahassee, State of Florida, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

Having been named to accept service of process for the above stated corporation, at
the place designated in this Certificate, 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.


Larry Wolfe

July 12, 1996
Date

FILED
96 AUG -5 PM 3:27
TALLAHASSEE, FLORIDA
STATE