

WILLIAM T. CHARNOCK, III  
ATTORNEY AND COUNSELOR AT LAW

13127 SPRINGHILL DRIVE  
SPRINGHILL, FLORIDA 34609  
TEL 352-683-0612  
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N96000004082

July 19, 1996

8000001004008  
-07/25/96--01036--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

State of Florida - Secretary of State  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32314

RE: ADVANTAGE LEARNING CENTER, INC.  
Our File No. 96WTC/TJP257

Ladies and/or Gentlemen:

Enclosed for filing, please find the Articles of Incorporation for the above-named entity, together with this firm's check in the amount of \$70.00, which represents the required filing fee.

Please return a copy of the filed Articles to my office.

Thank you for your attention to and cooperation in this regard.

Sincerely,

WILLIAM T. CHARNOCK, III

WTC:tjp

Enclosures

96-000-5 12 5:24

5/5/5  
W96-15277



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 26, 1996

WILLIAM T. CHARNOCK, III, ESQ.  
13127 SPRING HILL DRIVE  
SPRING HILL, FL 34609

SUBJECT: ADVANTAGE LEARNING CENTER, INC.  
Ref. Number: W96000015677

We have received your document for ADVANTAGE LEARNING CENTER, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

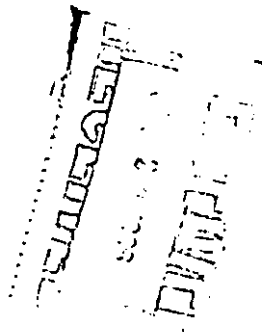
Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6924.

Sharon Tala  
Document Specialist Supervisor

Letter Number: 196A00036032



ARTICLES OF INCORPORATION  
OF  
ADVANTAGE LEARNING CENTER, INC.  
A NONPROFIT CORPORATION

ARTICLE I - NAME

The name of this corporation is ADVANTAGE LEARNING CENTER, INC.

ARTICLE II - NOT FOR PROFIT

The corporation is a nonprofit corporation under the laws of the State of Florida. The corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees, or Officers, except to the extent permissible under law.

ARTICLE III - DURATION

As provided in Florida Statutes, Chapter 607, this corporation shall exist in perpetuity.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States and of this state for a nonprofit corporation, specifically to promote education to children and adults of all ages, races, and origins, regardless of economic background.

ARTICLE V - ADDRESS OF CORPORATION

The street address of the initial principal office of this corporation is 13035 Cortez Boulevard, Brooksville, Florida 34613.

96-115-5 12.8.24

#### ARTICLE VI - LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees, or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments as may from time to time be required.

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 13127 Spring Hill Drive, Spring Hill, Florida 34609, and the name of the initial registered agent of this corporation at that address is WILLIAM T. CHARNOCK, III.

#### ARTICLE VIII - INITIAL BOARD OF TRUSTEES

The management of the corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is three (3). The number of Trustees may be increased or decreased from time to time but shall never be less than three (3). The names and addresses of the initial directors of this corporation are:

PHILLIP THOMAS SEXTON  
12296 Yardley Court  
Spring Hill, Florida 34609

DEBRA J. SEXTON  
12296 Yardley Court  
Spring Hill, Florida 34609

LARRY BOLTON  
3443 Augustine Road  
Spring Hill, Florida 34609

The manner of election of the directors shall be as provided in the bylaws.

#### ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these articles are:

PHILLIP THOMAS SEXTON  
12296 Yardley Court  
Spring Hill, Florida 34609

DEBRA J. SEXTON  
12296 Yardley Court  
Spring Hill, Florida 34609

LARRY BOLTON  
3443 Augustine Road  
Spring Hill, Florida 34609

ARTICLE X - OFFICERS

The Officers of the Corporation shall consist of President, Vice President, Corresponding Secretary, Recording Secretary, Treasurer, and Assistant Treasurer.

ARTICLE XI - BYLAWS

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

ARTICLE XII - 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 shareholders is subject to this reservation.

ARTICLE XIII - INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 31st d. of July, 1996.

Phillip Thomas Sexton  
PHILLIP THOMAS SEXTON

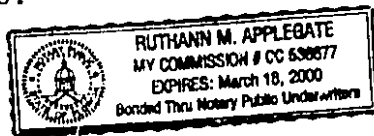
Debra J. Sexton  
DEBRA J. SEXTON

Larry Bolton  
LARRY BOLTON

STATE OF FLORIDA  
COUNTY OF HERNANDO

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared PHILLIP THOMAS SEXTON, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who produced a valid drivers license and acknowledged before me that he 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 31st day of July, 1996.



Ruthann M. Applegate  
NOTARY PUBLIC, State of FL  
MY COMMISSION EXPIRES: 3/18/2000  
MY COMMISSION NO. IS: CC 596677

STATE OF FLORIDA  
COUNTY OF HERNANDO

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared DEBRA J. SEXTON, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who produced a valid drivers license and acknowledged before me that she executed those Articles of Incorporation.

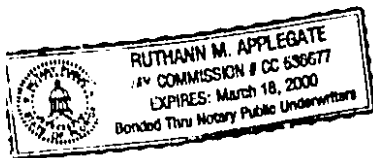
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 31st day of July, 1996.

Ruthann M. Applegate  
NOTARY PUBLIC, State of FL  
MY COMMISSION EXPIRES: 3/18/2000  
MY COMMISSION NO. IS: CC 596677

STATE OF FLORIDA  
COUNTY OF HERNANDO

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared LARRY BOLTON, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who produced a valid drivers license and acknowledged before me that he 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 31<sup>st</sup> day of July, 1996.



*Ruthann M. Applegate*  
NOTARY PUBLIC, State of FL

MY COMMISSION EXPIRES: 3/18/2000

MY COMMISSION NO. IS: 00536677

Having been named registered agent to accept service of process for the above-stated corporation, at the place designated in the articles, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes in all matters relative thereto.

*William T. Charnock*  
WILLIAM T. CHARNOCK, III  
Registered Agent