

NT 600000513

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA 32314

SUBJECT: SeniorNet Learning Center of Central Florida, Inc. (SLCCF)
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$78.75 Filing Fee and Certificate

From: Michele Colbert
705 Baffle Avenue
Winter Park, Florida 32789
(407) 836-5212

1/20/96
TB

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be:

SeniorNet Learning Center of Central Florida, Inc.

ARTICLE II

Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

Principal Place of Business:

99 E. Marks Street
Orlando, Florida 32801

Mailing Address of Business:

99 E. Marks Street
Orlando, Florida 32801

ARTICLE III

Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

The specific purposes for which this corporation is organized are:

- (a) create, develop, manage and perpetuate a computer learning center in central Florida;
- (b) provide computer training for Seniors (with special attention to SeniorNet members);
- (c) engage in activities designed to stimulate interest in computer use and improve

computer literacy; and

(d) develop and implement a curriculum for adult computer training.

To have and exercise all powers conferred by the laws of Florida upon non-profit corporations, provided, however, that the corporation will operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Internal Revenue Code section 501(c)(3).

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding sections of any future United States Internal Revenue law.

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding sections of any future United States Internal Revenue law, or shall be distributed to the federal government, or a state or local government, for a public purpose. Any such assets not 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 organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

The initial board shall be composed of nine (9) members. The directors, other than the first Board, shall be elected at the annual meeting of the members by the affirmative vote of a majority of the voting members, a quorum being present, and each director elected shall serve until a successor shall have been elected and qualified. The first Board shall hold office until the first annual meeting of the members. Membership qualifications and number sufficient to establish a quorum shall be as set forth in the Corporation's By-laws.

ARTICLE V

The affairs and business of the corporation shall be managed and conducted by the Board of Directors, the size of which shall be established in the By-laws. The Directors shall be elected to such office in such a manner and for such term and shall have such powers and duties as are specified in the By-laws. Vacancies on the Board of Directors caused by death, resignation, removal, or otherwise shall be filled in the manner provided in the By-laws. A quorum of the Board of Directors for the transaction of business shall consist of a majority of the Directors then in office unless the By-laws specify otherwise.

ARTICLE VI

These Articles of Incorporation may be amended at any regular or special meeting of the Corporation, at which a quorum is present, by affirmative vote of two-thirds of the members present and voting, providing the Directors have previously considered the merits of the proposed amendments and no amendment shall be put to a vote unless written notice thereof stating the proposed amendment shall have been mailed to each member at least two weeks prior to the meeting when the vote on the amendment is to be taken.

ARTICLE VII

The name and address of the initial registered agent of this corporation is:

Michele Colbert
705 Baffle Avenue
Winter Park, Florida 32789

ARTICLE VIII

The name and the street address of the incorporator for these Articles of Incorporation is:

Michele Colbert
705 Baffle Avenue
Winter Park, Florida 32789

The undersigned incorporator has executed these Articles of Incorporation this

21st Day of August, 1996.

Signature of Incorporator:


Michele Colbert

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE
OF FLORIDA.

1. The name of the corporation is:

SeniorNet Learning Center of Central Florida, Inc.

2. The name and address of the registered agent and office is:

Michele Colbert

705 Baffle Avenue

Winter Park, Florida 32789

Having been named as registered agent and to accept service process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Michele Colbert
(SIGNATURE)

9/21/96
(DATE)

RECEIVED
SEP 21 1996
STATE OF FLORIDA