

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

TRANSMITTAL LETTER

SUBJECT: THE HENRY T. HEALD CENTER FOR EDUCATIONAL RESEARCH, INC.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certificate of status.

A check for \$78.75 is enclosed. This represents payment for:

Filing Fee and Certificate.

FROM:

John T. Manhire
Incorporator
5728 Major Boulevard, Suite 266
Orlando, FL, 32819
(407) 248-6270

*called, but he
wasn't there.*

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TALLAHASSEE, FLORIDA

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*W97-27205
TM-12/5/97*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 5, 1997

JOHN T. MANHIRE
5728 MAJOR BLVD, STE 266
ORLANDO, FL 32819

SUBJECT: THE HENRY T. HEALD CENTER FOR EDUCATIONAL RESEARCH,
INC.
Ref. Number: W97000027205

We have received your document for THE HENRY T. HEALD CENTER FOR EDUCATIONAL RESEARCH, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of 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 (850) 487-6926.

Tracy Meyer
Document Specialist

Letter Number: 797A00057501

ARTICLES OF INCORPORATION OF THE HENRY T. HEALD CENTER FOR EDUCATIONAL RESEARCH, INC.

The undersigned, acting as incorporator of a corporation under the Not-for-Profit Corporation Act of the State of Florida, adopt the following articles of incorporation for such corporation:

ARTICLE I.

The name of the corporation, hereinafter referred to as the "Corporation" is THE HENRY T. HEALD CENTER FOR EDUCATIONAL RESEARCH, INC.

ARTICLE II.

The corporation's principal place of business shall be 5728 Major Boulevard, Suite 266, Orlando, Florida 32819.

ARTICLE III.

The period of duration of the Corporation is perpetual.

ARTICLE IV.

The purposes for which the Corporation is organized are to provide educational and curricular support and research including, but not limited to, enrichment programs, reports, surveys, scholarships, fellowships, stipends, and any other lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

The Corporation is organized exclusively for charitable, religious, educational, 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, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of

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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.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. 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 purposes.

ARTICLE V.

The qualifications for members and the manner of their admissions shall be regulated by the By-Laws.

ARTICLE VI.

The initial street address in the state of Florida of the initial registered office of the Corporation is 5728 Major Boulevard, Suite 266, Orlando, Florida 32819, and the name of the initial registered agent at such address is JOHN T. MANHIRE.

ARTICLE VII.

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VIII.

The initial board of directors shall consist of at least three (3) members, who need not be residents of the state of Florida. The method of election or appointment of directors shall be stated in the Corporation's Bylaws.

ARTICLE IX.

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

PORTER SPANGLER of Orange County, Florida

JOHN T. MANHIRE of Orange County, Florida

JOHN E. SPANGLER of Orange County, Florida

ARTICLE X.

The names and addresses of the initial incorporator is as follows: JOHN T. MANHIRE, 5728 Major Boulevard, Suite 266, Orlando, Florida 32819.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 26th day of November, 1997.

John T. Manhire
Incorporator: JOHN T. MANHIRE

Having been named as registered agent and to accept service of 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.

John T. Manhire
JOHN T. MANHIRE

12/15/97
Date

STATE OF FLORIDA
COUNTY OF [NAME]

The foregoing instrument was executed and acknowledged before me this 15th day of December, 1997, by John T. Manhire

Shawna Tucker Notary Public

State of Florida

My Commission Expires: 5/15/2001



(SEAL)

SHAWNA LYNN TUCKER
My Comm Exp. 5/15/2001
Bonded By Service Ins
No. CC647816

☒ Personally Known ☐ Other I.D.

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