

N 98000001143

TRANSMITTAL LETTER

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

SUBJECT: Educational Solutions Inc  
(Proposed corporate name - must include suffix)

000002439450--4  
-02/24/98--01072--019  
\*\*\*\*131.25 \*\*\*\*131.25

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

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Joyce K. Aikens  
Name (Printed or typed)

P. O. Box 10866  
Address

Jacksonville, FL 32247-0866  
City, State & Zip

GAVE (904) 396-2480 or (904) 396-5142  
Daytime Telephone number

Joyce  
AUTHORIZATION BY PHONE TO  
CORRECT Articles  
DATE 2/26/98  
DOC. EXAM bc

FILED  
98 FEB 24 AM 11:04  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

*mm*  
*2-26-98*

# ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation

## **EDUCATIONAL SOLUTIONS, INC.**

### **ARTICLE I NAME**

The name of the corporation shall be Educational Solutions, Inc., hereto, referred to as the Corporation.

### **ARTICLE II PRINCIPAL OFFICE**

The principal offices of the Corporation in the state of Florida, shall be located in the city of Jacksonville, County of Duval, shall be located at 3724 Lilly Road , South, Jacksonville, FL 32207 and the principal mailing address shall be, P. O. Box 10866, Jacksonville, FL 32247-0866. The Corporation may have such other offices, within the State of Florida, as the Board of Directors may designate or as the business of the corporation may require from time to time.

### **ARTICLE III Purpose**

The purposes: To engage in business as a non-profit organization providing educational service and educational consulting to individuals and educational related organization. Including performing, implementing of educational related programs.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending it activities to any related or otherwise permissible lawful business purposes which may become necessary, desirable for furtherance of the cooperate objectives expressed above.

### **ARTICLE IV MANNER OF ELECTION OF DIRECTORS/OFFICERS**

Section 1. General Powers. The business and affairs of the corporation shall be managed by it Board of Directors/Officers.

Section 2. The Board elected Delores L. Lee as President, Joyce K. Aikens, Vice President/Treasurer, Robert B. Steup, as Vice President/Secretary, Gregory Aikens as Vice President.

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TALLAHASSEE, FLORIDA

## **ARTICLE IV MANNER OF ELECTION OF DIRECTORS/OFFICERS** continued

Section 2. President The president shall be the principal executive officer of the corporation and subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the Corporation. He/she, when present, preside at all meeting of the shareholders and of the Board of Directors. The President may sign, with the Vice President/Secretary or any other proper officer of the Corporation thereunto authorized certificates of shares of the Corporation, any deed, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer of the corporation, or shall be required by law to be otherwise signed or executed. and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by Board of Directors from time to time.

Section 3 Vice President In the absence of the President or in the event of his/her death, inability, or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. the Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of directors. if there is than one Vice President, each vice president shall succeed to the duties of President in the order of rank as determined by the Board of Directors.

Section 4 Vice President/ Secretary The Vice President/Secretary (a) shall keep the minutes of the proceedings of the shareholders and the Board of Directors in one or more minute books provided for the purpose; (b) see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; (c) be custodian of the corporate records and the seal of the Corporation and see that the seal of Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized (d) keep a register of the addresses of each shareholder which shall be furnished to the Secretary by such shareholder (e) sign with the President certificates for the shares of the Corporation, the issuance of which have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the Corporation; and (g) in general perform all duties incident to the office of the Secretary and such duties as from time to time may be assigned by the President or the Board of Directors.

Section 5 Vice President/Treasurer The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for money due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Article VII of these Bylaws; and (c) in general perform all the duties incident to the office of Vice President/Treasurer and such duties as from time to time may be assigned to him by the President or by the Board Of Directors.

Section 6 Salaries The salaries of the officer shall be fixed from time to time by the Board Of Directors. and no officer shall be prevented from receiving such salary by reason of the fact that he/she is also a director of the Corporation


#### **ARTICLE V Initial Registered Agent and Street Address**

The name and street address of the initial registered agent are:  
Joyce K. Aikens  
3724 Lilly Road South  
Jacksonville, FL 32207

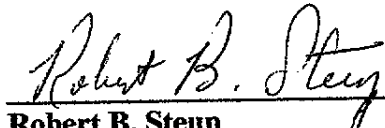
#### **ARTICLE VI INCORPORATOR**

The names and addresses of the incorporators to these Articles Of incorporation are:


Joyce K. Aikens, Vice President/Treasurer  
3724 Lilly Road South  
Jacksonville, FL 32207

 I hereby accept designation as Registered Agent.  
Joyce K. Aikens Registered Agent  
signature/Incorporator

Robert B. Steup, Vice President/Secretary  
3724 Lilly Rd South  
Jacksonville, FL 32207

  
Robert B. Steup  
signature/Incorporator

Delores L. Lee, President  
1980 W. 24th Street  
Jacksonville, FL 32209

  
Delores L. Lee  
signature/Incorporator

## **ARTICLE VII INDEMNITY**

The Corporation shall indemnify its directors, officers and employees as follows:

(a) Every director, officer or employee of the corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be made a party, or in which he/she may be involved, by reason of being or having been a director, officer, employee, or agent of the corporation or is serving at the request of the corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust, or enterprise or any settlement thereof, whether or not he/she is a director, officer, employee, or agent at the time such expense are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board Of Directors approves such settlement and reimbursement as being for the best interests of the Corporation.

(b) The Corporation shall provide to any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

(c) The Board of directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provision of the Article VII.

## **ARTICLE VIII Contracts, Loans, Checks, and Deposits**

Section 1 Contracts The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances,

Section 2 Loans No loans shall be contracted on behalf on the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness in the name of the corporation. shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4 Deposits All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

#### **ARTICLE IX Fiscal Year**

The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December of each year.

#### **ARTICLE X CORPORATE SEAL**

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words, "Corporate Seal."

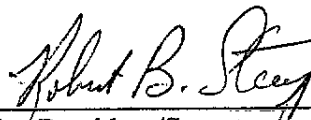
#### **ARTICLE XI WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any shareholder or director of the Corporation under the provisions of these Bylaws or under the provisions of waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE XII AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

The above Bylaws are certified to have been adopted by the Board of Directors of the Corporation on 21st day of February, 1998.

  
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Vice President/Secretary