

N 98000001289

TRANSMITTAL LETTER

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

400002446634--0
-03/04/98--01039--003
*****61.25 *****61.25

SUBJECT: EDUCATIONAL INCENTIVE PROGRAM INCORPORATED
(Proposed corporate name - must include suffix)

400002446634--0
-03/04/98--01039--004
*****61.25 *****61.25

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: Debbie Elaine Smith and or Elijah Jackson, Jr.
Name (Printed or typed)

Post Office Box 92895

Address

Lakeland, Florida 33804-2895

City, State & Zip

941 686 8204 or 941 682 6588

Daytime Telephone number

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

98 MAR -4 AM 8:32

FILED

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

3-5-98

ARTICLES OF INCORPORATION
OF
EDUCATIONAL INCENTIVE PROGRAM INCORPORATED

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract and for the purpose of forming a Corporation under Chapter 617, Florida Statutes and under the Florida Not-For Profit Corporation Act, hereby adopts the following Articles of Incorporation and forms a Corporation under the laws of the State of Florida:

ARTICLE I. NAME

The name of the Corporation shall be Educational Incentive Program Incorporated.

ARTICLE II. PRINCIPAL OFFICE AND ADDRESS

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

1500 West Highland Street, Lot 237
Lakeland, Florida 33815

The initial address of the principal office of this Corporation in the State of Florida is: 1500 West Highland Street, Lot 237, Lakeland, Florida 33815. The principal Board of Directors or Trustees from time to time may move the principal office to any other address in Florida.

ARTICLE III. PURPOSES AND NATURE OF BUSINESS

The specific purposes for which the Corporation is organized is for Education.

The general nature of the business to be transacted by this Corporation shall be:

- (a) To provide entertainment management and services, promoting higher education;
- (b) To provide information services and diversified related services;
- (c) To conduct business in and have one or more offices in the State of Florida, and in all other States and countries. To buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property including, but not limited to patents, copyrights, trademarks, and licenses.
- (d) To contract debts and borrow money, issue and transfer of corporate property and or other instruments to secure the payment of corporate indebtedness as required.
- (e) To purchase the corporate assets of any other Corporation and engage in the same character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage or pledge of corporate assets.

(g) To subscribe for, purchase, own, hold, sell, assign, transfer, pledge, mortgage, or otherwise dispose of bonds, securities, or evidences of indebtedness issued or created by the United States of America, or any State, territory, county or municipality therein, and by any foreign state, nation, government, municipality or other political subdivision thereof.

(h) To carry on or to participate with others in the organization, merger, consolidation, financing, liquidation, or reorganization of Corporations, partnerships, or associations engaged in any lawful business enterprise.

(i) To make, enter into, and carry out any arrangements which may be deemed to be for the benefit of the Corporation, which may be deemed to be for the benefit of the Corporation, with any corporation, association, cooperative association, partnership, firm, trustee, syndicate, individual, government, state, municipality, or other political or governmental division of subdivision, domestic or foreign, to obtain the reform or otherwise to acquire by purchase, lease, assignment, or otherwise, stocks, powers, rights, privileges, participations, immunities, guarantees, grants, and concessions; to hold, own, exercise, exploit, dispose of, and realize upon the same, and to undertake and prosecute any business dependent thereon; and to cause to be formed, to promote, and to aid in any way the formation of any corporation, association, or organization of any kind, domestic or foreign, for any such purpose.

(j) To lend money on time or call and with or without collateral security, and to give credit to individuals, corporations, associations, or co-partnerships, and to municipalities, states, governments, or any political subdivisions thereof, and to foreclose on any property taken by the corporation as collateral security for any loans.

(k) To cause or allow the legal title, and or any estate, right, or interest in any property, whether real, personal, or mixed, owned, acquired, controlled, or operated by the Corporation, to remain or to be vested or registered in the name of, or operated by, any person, firm, association, or corporation, domestic or foreign, formed or to be formed, either in trust for or as agents or nominees of this Corporation, or upon any other terms or conditions, which the Board of Directors or Trustees may consider for the benefit of the Corporation.

(l) To undertake, conduct, assist, promoter, and participate in every kind of non profit business, undertaking, venture, or operation in any state, territory, dependency, or colony of the United States of America or its insular possession, or in the District of Columbia, or in any foreign country.

(m) To purchase, hold, retire, sell, and transfer the non profit property.

(n) To act as agent or representative, including fiscal or transfer agent of individuals, partnerships, associations, or corporations of non

profit nature, and as such to manage, develop, and extend their business or to aid any lawful enterprise.

(o) To have one or more offices carry on all or any part of its operations and business without restrictions or limit as to amount in any or all of the states, districts, territories, or colonies of the United States of America, and in all foreign countries; and to enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, or state.

(p) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, exchange, or otherwise dispose of any deal in real estate and personal property of every class and description; subject however, to the laws of such state, district, territory, or country where the same may be located.

(q) To build, erect, construct, purchase, hire, or otherwise acquire, own, provide, establish, maintain, hold, lease, and operate non profit factories, warehouses, agencies, buildings, structures, offices, houses, works, machinery, plants, and all other things of whatsoever kind and nature, within and without the State of Florida, and in any part of the world, suitable, necessary, useful, or advisable in connection with any or all of the objectives hereinbefore or hereinafter set forth.

(r) To apply for, obtain, register, lease, purchase, or otherwise acquire, and to hold, use, own, operate, and introduce, and to sell, assign, or otherwise dispose of any trademarks, trade names, patents, copyrights, formulas, inventions, improvements, and processes used in connection with or secured under letter patents of the United States of America, or elsewhere; to use, exercise, develop, grant licenses in respect of, or otherwise deal with any such trademarks, patents, licenses, processes and the like, or any such property or rights, and further, to purchase, acquire, apply for, register, secure, hold, own, or sell, or otherwise dispose of any and all copyrights, trademarks, trade names, and distinctive marks.

(s) To carry on any other business, whether manufacturing or otherwise, which may seem to the Corporation capable of being conveniently carried on in connection with its business, or calculated directly or indirectly to enhance the value of or tender profitable any of the Corporation's property or rights.

(t) To do any and all things hereinbefore enumerated for itself or on account of others, and to make and perform contracts for doing any of said undertakings; to have and exercise all of the rights and powers now or hereafter conferred by the laws of the State of Florida, and to do any and all of the things hereinbefore enumerated to the same extent as natural persons might or could do.

(u) The foregoing enumerated objectives, purposes, and powers of the Corporation are not intended and shall not be construed or held to prohibit or limit the exercise of any other and further rights and powers which may now or hereafter be allowed or permitted by the laws of the State of Florida, and this Corporation shall have and exercise all other powers, rights, and privileges granted by the Corporation laws or Florida Business

Corporation Act of the State of Florida now in force, or any amendment or amendments thereto.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS OR TRUSTEES

The manner in which the Directors are elected or appointed is by voting rights, recommendation and succession. This Corporation shall have at least one (1) Director; however, the number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Initial Incorporators and Directors. Upon an increase in the number of Directors, the additional Directorships so created may be filled in the first instance in the same manner as vacancy in the Board of Directors or Trustees.

1.0. Supermajority Quorum Provision. At all Directors meetings, including any adjournments thereof, the presence in person or by proxy or have Seventy-Five (75%) percent of the Directors present on matters properly brought before the meeting to constitute a quorum.

2.0. Required Vote. The Affirmative vote of Fifty-Five (55%) percent of all of the Directors is required for approval of the following corporate actions:

- a. Amendment of the Articles of Incorporation;
- b. Amendment of the ByLaws;
- c. Merger, Consolidation, or Acquisition;
- d. Sale, lease, or exchange of more than Fifty (50%) percent of the property or assets of the Corporation whether in the regular course of business or other than in the regular course of business; or
- e. Dissolution of the Corporation.
- f. The election and any change in the title, duties, salary, or other compensation of an Executive Officer and or the removal of any Executive Officer.

3.0 Directors shall have no preemptive rights or right of cumulative voting for Directors.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the Initial Registered Agent are:

1500 West Highland Street, Lot 237
Lakeland, Florida 33815; and or

Post Office Box 92895
Lakeland, Florida 33804-2895.

ARTICLE VI. INCORPORATORS

The name and address of the Incorporators to these Articles of Incorporation are:

DEBBIE ELAINE SMITH

915 Ariana Street
Lakeland, Florida 33803-1961

DELESTIA RENEE JACKSON

1500 West Highland Street, Lot 237
Lakeland, Florida 33815

ELIJAH JACKSON, JR.

1500 West Highland Street, Lot 237
Lakeland, Florida 33815


DEBBIE ELAINE SMITH

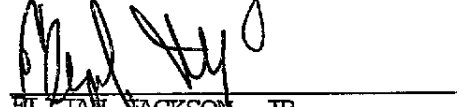
02 27 98

DATE


DELESTIA RENEE JACKSON

02 27 98

DATE


ELIJAH JACKSON, JR.

02 27 98

DATE

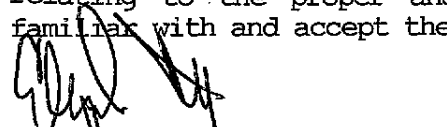
ARTICLE VII. AMENDMENT

These Articles of Incorporation may be amended from time to time in the manner provided by law. Every amendment will be approved by the Board of Directors or Trustees, proposed by them to the Directors, and approved at a Directors meeting by a majority of the Directors entitled to vote thereon, unless all of the Directors and all of the Trustees sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII. REGISTERED AGENT AND OFFICE

In compliance with Chapters, 607, 617, Florida Statutes, Educational Incentive Program Incorporated does hereby designate Elijah Jackson, Jr., as its Registered Agent, and the office of the Corporation is located at 1500 West Highland Street, Lot 237, Lakeland, Florida 33815, as its Registered Office. I hereby am familiar with and accept the duties, functions and responsibilities as Registered Agent for said Corporation.

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.


ELIJAH JACKSON, JR.

February 27, 1998

DATE

FILED
98 MAR -4 AM 8:33
TALLAHASSEE, FLORIDA
SECRETARY OF STATE