

THE LAW FIRM OF
Macon Collyer

1800 Second Street, Sarasota, Florida 34236
941/365-6755

March 24, 1998

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002472583--7
-03/30/98-01117-002
****122.50 ****122.50

RE: Educating Everyone, Inc.

EFFECTIVE DATE
4-1-98

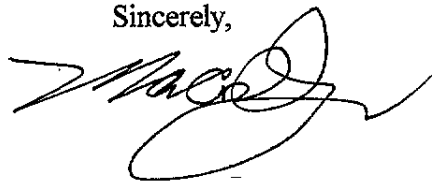
Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation and a check for \$122.50 made payable to the Department of State to cover the following for the above-referenced nonprofit corporation:

Nonprofit Corporation Filing fees	\$35.00
Certified copy	\$52.50
Registered Agent designation	\$35.00

Thank you in advance for your assistance in this regard.

Sincerely,



MC:bc
[C:Articles.ltr]

Enclosures: 1. Articles of Incorporation
2. Check for \$122.00

FILED
98 MAR 30 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Macon GAVE

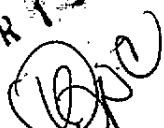
AUTHORIZATION BY PHONE TO

CORRECT Articles

DATE 4-1-98

DOC. EXAM D. Callaway

941-365-6755

APR 1 1998


**ARTICLES OF INCORPORATION
OF
EDUCATING EVERYONE, INC.**

FILED
98 MAR 30 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes and for the purpose of forming a corporation not for pecuniary profit, hereby makes, executes and adopts the following Articles of Incorporation ("Articles"):

Article I - Name

The name of the corporation shall be Educating Everyone, Inc.

EFFECTIVE DATE
4-1-98

Article II - Duration

The term of existence of the corporation is perpetual. Corporate existence shall begin on April 1, 1998.

Article III - Principal Place of Business and Mailing Address

The principal place of business and the mailing address of the corporation shall be 1343 Main Street, Suite 400, Sarasota, Florida 34236.

Article IV - Purposes

The specific purposes for which the corporation is organized are:

- (a) To provide an organization which will distribute educational information, technologies and capital to interested parties in the distance learning and education related industries and field.
- (b) To receive, use and apply the whole or any part of income received from such services and programs exclusively for charitable, religious, scientific, literary or educational purposes.

(c) To achieve the purposes of the organization within the meaning of Section 501 (c) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as hereafter amended.

Notwithstanding any other provision of these Articles, the corporation is organized exclusively for one or more of the purposes specified in Sections 501 (c) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Internal Revenue Code Section 501 (c) or corresponding provisions of any subsequent Federal tax law.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501 (h)) or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) and 170 (c) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal or a state or local government exclusively for public purposes.

To the extent the corporation, in any taxable year, is deemed to be a private foundation as described in Internal Revenue Code Section 509 (a), the corporation shall be subject to and comply with the requirements of Section 617.0835 of the Florida Statutes.

Article V - Manner of Election of Directors

R. Scott Zimmer shall serve as the initial director of the corporation. The number of directors may be increased or decreased from time to time, according to the Bylaws of the corporation, but never shall be less than 3 or the number required to qualify the corporation as a not for profit corporation exempt from Federal income tax under Internal Revenue Code Section 501 (c) or corresponding provisions of any subsequent Federal tax law.

Article VI - Officers

The affairs of the corporation shall be conducted and managed by a President, Secretary and Treasurer, and such other officers as may be elected annually in accordance with the Bylaws of the corporation. Officers shall be elected initially at the first annual meeting of the corporation.

Article VII - Powers and Limitations

The corporate powers of the corporation are as provided in Section 617.0302 of the Florida Statutes, subject to the following limitations:

- (a) The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501 (c) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue Law.

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.


Article VIII - Initial Registered Office Street Address and Registered Agent

The initial registered office of the corporation shall be located at 1343 Main Street, Suite 400, Sarasota, Florida 34236, and the initial registered agent shall be R. Scott Zimmer,.


Article IX - Incorporator

The name and street address of the incorporator for these Articles and the corporation is R. Scott Zimmer, 1343 Main Street, Suite 400, Sarasota, Florida 34236.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 25 day of March 1998.



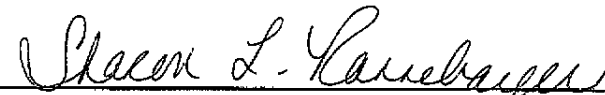
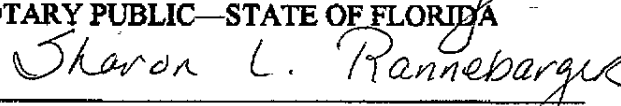
Signature of Incorporator


R. SCOTT ZIMMER

Typed Name of Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to (or affirmed) and subscribed before me on March 25, 1998, by R. SCOTT ZIMMER.


NOTARY PUBLIC—STATE OF FLORIDA


[Print, type, or stamp commissioned name of notary]

[☒ one only]


☐ Personally known

☒ Produced identification Type of identification
produced Drivers License

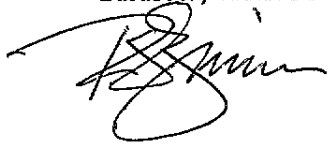
ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as registered agent for Educating Everyone, Inc. at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 25 day of March 1998.


R. SCOTT ZIMMER

1343 Main Street, Suite 400
Sarasota, Florida 34236.



FILED
98 MAR 30 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA