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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

The Montessori Center for Learning

- ☐ Walk In  
☐ Mail Out  
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- ☐ Certified Copy  
☐ Certificate of State  
☐ Certificate of Good Standing  
☐ ARTICLES ONLY  
☐ ALL CHARTER DOCS

EFFECTIVE DATE

7-22-98

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- ☐ Certificate of FICTITIOUS NAME  
☐ FICTITIOUS NAME SEARCH  
☐ CORP SEARCH

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DIVISION OF CORPORATION

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

P. Hall

JUL 27 1998

**ARTICLES OF INCORPORATION  
FOR  
THE MONTESSORI CENTER FOR LEARNING, INC.**

FILED  
98 JUL 27 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation to be formed in line with chapter 617, Florida Statutes entitled the "Florida Not For Profit Corporation Act," adopts the following Articles of Incorporation:

**ARTICLE I NAME**

EFFECTIVE DATE  
7-22-98

The name of the corporation shall be:

**THE MONTESSORI CENTER FOR LEARNING, INC.**

**ARTICLE II PRINCIPAL PLACE OF  
BUSINESS AND MAILING ADDRESS**

The initial principal office of business and the mailing address of this corporation shall be:

c/o Theodore N. Gillette  
7209 Bryan Dairy Road  
Largo, Florida 33777

**ARTICLE III PURPOSE**

(1) The purposes for which the corporation is organized are for charitable, religious, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, with the primary purpose of presenting formal educational instruction to a regularly maintained faculty and pursuant to a regularly maintained curriculum at a place where its educational activities are regularly carried on, and to these ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value. In furtherance, and not in limitation, of the objects and purposes herein set forth, the corporation also is authorized to do and perform any act or thing and to exercise any and all powers incidental to the foregoing.

(2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, any Director or Officer of the corporation or any member of the corporation or any other 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 Director or Officer of 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. The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock. 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.

(3) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

(4) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for charitable, educational, religious, or scientific purposes, in such manner and to such qualified organizations or organization as the Board of Directors shall determine. Any of such assets not so 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 and to such qualified organization or organizations, as the Court shall determine. For purposes of this paragraph (4), an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or Section 170(c)(2)(B) of the Internal Revenue Code and is described in Section 509(a)(1), (2) or (3) of the Internal Revenue Code.

**ARTICLE IV MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed shall be stated in the corporation's Bylaws.

**ARTICLE V LIMITATION OF CORPORATE POWERS**

The corporate powers of this corporation are as provided in section 617.0302, Florida Statute.

**ARTICLE VI INITIAL REGISTERED AGENT  
AND STREET ADDRESS**

The name and the street address of the initial registered agent is:

Darrell C. Smith, Esquire  
c/o Shumaker, Loop & Kendrick LLP  
101 East Kennedy Blvd., Suite 2800  
Tampa, Florida 33602

**ARTICLE VII INCORPORATOR**

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

Darrell C. Smith  
c/o Shumaker, Loop & Kendrick, LLP  
101 East Kennedy Blvd., Suite 2800  
Tampa, Florida 33602

**ARTICLE VIII BOARD OF DIRECTORS**

The corporation shall have four (4) directors initially. The number of directors constituting the Board and the manner in which directors are elected or appointed shall be as provided in the Bylaws of the corporation: provided, however, that there shall never be less than three (3) directors.

The names of the first Board of Directors who shall serve until their successors are duly appointed or elected are as follows:

Anjni Patel	7209 Bryan Dairy Road Largo, Florida 33777
Bruce Danielson	7209 Bryan Dairy Road Largo, Florida 33777
Michael Moses	7209 Bryan Dairy Road Largo, Florida 33777
Theodore N. Gillette	7209 Bryan Dairy Road Largo, Florida 33777

#### **ARTICLE IX DURATION**

This corporation shall have perpetual existence commencing July 22, 1998.

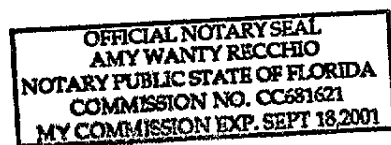
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
this 24<sup>th</sup> day of July, 1998.

Darrell C. Smith  
Darrell C. Smith, Incorporator

**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of July, 1998, by  
Darrell C. Smith, who is personally known to me.

Amy Wanty Recchio  
NOTARY PUBLIC  
My Commission Expires



FILED

98 JUL 27 PM 3:59

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 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: The Montessori Center for Learning, Inc.
2. The name and address of the registered agent and office is:

Darrell C. Smith, Esquire  
c/o Shumaker, Loop & Kendrick LLP,  
101 E. Kennedy Blvd., Suite 2800  
Tampa, Florida 33602

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.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

*Darrell C. Smith*

*7-24-98*