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MICHAEL J. CANAN

N 9800000 6026

October 21, 1998

Division of Corporations
George Firestone Building
Gaines Street
Tallahassee, FL 32301

To Whom It May Concern:

Enclosed is a check in the amount of \$122.50 for the filing fee, registered agent designation fee and certified copy fee for the following entity:

Dominion College, Inc.

700002668527-3
-10/22/98-01001-020
*****78.75 *****78.75

Very Truly Yours,

Bethany S. Herzog
Bethany S. Herzog

bsh/certif/112

RECEIVED
99 OCT 21 PM 2:10
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
DOMINION COLLEGE, INC.**

FILED
98 OCT 22 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be DOMINION COLLEGE, INC.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized are:

In particular, to operate a non-profit, academic college for the education of children and adults.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

The purposes for which this corporation is organized shall be limited to those which are strictly charitable. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under

Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section

501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

The Corporation shall have one class of members, and there shall be only one member of that class, which shall be LEARNING UNLIMITED INTERNATIONAL SCHOOLS, INC., an Ohio nonprofit corporation and an organization described in Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code (the "Member"). The Member shall have all rights and powers as are conferred upon the Member by law or by the bylaws of the corporation.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) persons. The number of directors shall be fixed in the By-Laws of this corporation. Annual elections will be held on the 31st day of December, of each year or such other date as selected by the Board of Directors. Election shall be by a majority vote of the

members of this corporation in attendance at the annual meeting of the membership of this corporation.

The officers of the corporation shall consist of a President, Vice President, Secretary/Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

ARTICLE VII - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Mina Mokhtari, M.D.	President
William Sutton, Ph. D.	Vice President
Estella Hickman	Secretary
Steven Butsko	Treasurer
Leonard Cash, Ph.D.	Assistant Treasurer

ARTICLE VIII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be five (5), and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Mina Mokhtari, M.D.	120 International Parkway, Ste. 220 Heathrow, Florida 32746
William Sutton, Ph.D.	120 International Parkway, Ste. 220 Heathrow, Florida 32746
Estella Hickman	120 International Parkway, Ste. 220 Heathrow, Florida 32746
Steven Butsko	120 International Parkway, Ste. 220 Heathrow, Florida 32746
Leonard Cash, Ph.D.	120 International Parkway, Ste. 220 Heathrow, Florida 32746

ARTICLE IX - BY-LAWS

The By-Laws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Members at the annual meeting of the Members or at a duly called meeting of the Members in accordance with the By-Laws.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

201 E. Pine Street, Suite 1200
Orlando, Florida 32801

The name of the initial registered agent of this corporation shall be:

William A. Boyles

ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE AND/OR MAILING ADDRESS

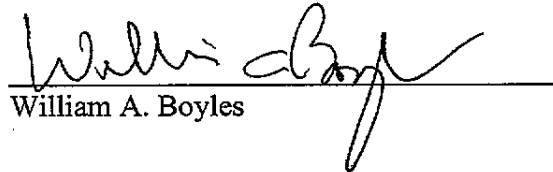
The principal office and/or mailing address of this corporation shall be: 120 International Parkway, Suite 220, Heathrow, Florida 32746.

ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

William A. Boyles
201 E. Pine Street, Suite 1200
Orlando, Florida 32801

IN WITNESS WHEREOF, I have set my hand and seal this 19th day of October, 1998.


William A. Boyles

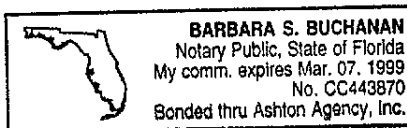
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of October, 1998,
by WILLIAM A. BOYLES.


Signature of Notary Public

BARBARA S. BUCHANAN
(Print Notary Name)
My Commission Expires: _____
Commission No.: _____

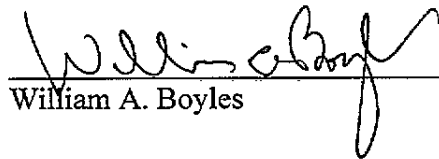
AFFIX NOTARY STAMP



☒ Personally known, or
☐ Produced Identification
Type of Identification Produced: _____

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of
DOMINION COLLEGE, INC., I hereby accept and agree to act in this capacity.



William A. Boyles

FILED
98 OCT 22 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA