

N 9900000128,

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

SUBJECT: INTERACTIVE EDUCATION NONPROFIT CORPORATION
(Proposed corporate name - must include suffix)

EFFECTIVE DATE
3-1-99

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 of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: BROWER M. ROBERTS
Name (Printed or typed)

2109 BAYSHORE BLVD., #802
Address

TAMPA, FL 33606
City, State & Zip

813-258-5680
Daytime Telephone number

200002788432--7
-02/26/99-01058-018
*****78.75 *****78.75

99 FEB 26 PM 12:05
FILED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

ACCEPTANCE BY REGISTERED AGENT, AT END OF ARTICLES, REPEATED:
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]
Signature/Registered Agent

FEB. 22, 1999
Date

ajc
2/2

FILED

99 FEB 26 PM 12:05

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
INTERACTIVEDUCATION NONPROFIT CORPORATION.**

The undersigned, acting as Incorporator of a corporation not-for-profit under the Florida Not-For-Profit Corporations Act, adopts the following Articles of Incorporation for such corporation:

1. NAME

1.1. The name of this corporation shall be InteractivEducation Nonprofit Corporation.

2. INCEPTION OF CORPORATE EXISTENCE

2.1. The corporation shall come into existence on March 1, 1999.

3. DURATION

3.1. The duration of this corporation shall be perpetual.

EFFECTIVE DATE

3-1-99

4. EXCLUSIVE CHARITABLE PURPOSES

4.1. The purpose of this corporation shall be to operate exclusively for charitable educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of the United States, or the corresponding section of any future tax code. The Board of the corporation shall develop and implement programs to further the purposes described herein.

4.2. No part of the net earnings, gains or assets of the corporation shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operated for a profit (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as hereinabove stated). 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 be empowered to make the election authorized under 501(h) of the Internal Revenue Code of 1986. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition of any candidate for public office. Notwithstanding any other provision herein, the corporation shall have no corporate powers and shall not carry on any activities not permitted to be carried on, a) by an organization exempt from federal income taxation under §501(a) of the Internal Revenue Code of 1986 as an organization described in §501(c)(3) of such Code, or, b) by an organization, contributions to which are deductible under §170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue code of 1986.

ARTICLES OF INCORPORATION OF
INTERACTIVEDUCATION NONPROFIT CORPORATION
A FLORIDA NOT-FOR-PROFIT CORPORATION

5. **PRIVATE FOUNDATION PROVISIONS**

5.1. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5.2. The corporation will not engage in any act of self-dealing as defined in §4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5.3. The corporation will not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5.4. The corporation will not make any investments in such manner as to subject it to tax under §4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5.5. The corporation will not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

6. **GOVERNING FEDERAL TAX LAW**

References herein to sections of the Internal Revenue Code of 1986 are to provisions of such Code as those provisions are now enacted or to corresponding provisions of any future United States revenue law.

7. **DISTRIBUTION ON FINAL LIQUIDATION**

In the event of dissolution or final liquidation of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories or recipients as the Board of Directors of the corporation shall determine: a) a nonprofit organization or organization which may have been created to succeed the corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under §170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under §501(a) of such Code as an organization described in §501(c)(3) of such Code; and/or, b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under §170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under §501(a) of such Code as an organization described in §501(c)(3) of such Code.

8. **BOARD OF DIRECTORS**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number and qualifications of the Directors shall be as provided by the By-Laws. The Directors shall be elected or appointed as

provided in the By-Laws of the corporation. The Initial Board of Directors shall be appointed at the organizational meeting of the corporation.

9. **MEMBERSHIP**

The Board may provide By-Laws for membership of the corporation.

10. **REGISTERED OFFICE/AGENT - ACCEPTANCE**

The name and address of the initial registered agent and office and the address of the principal office of the corporation are as follows:

- Registered Agent: Brower M. ROBERTS
- Registered Office: 5445 Mariner Street, Suite 314, Tampa, FL 33609
- Principal Office: 5445 Mariner Street, Suite 314, Tampa, FL 33609

By signing below, the above-named registered agent states that he is familiar with and accepts the duties and responsibilities as registered agent of this corporation.

11. **INCORPORATORS**

The name and address of the Incorporator who signed these Articles of Incorporation is Brower M. ROBERTS, 2109 Bayshore Boulevard #802, Tampa, FL 33606.

In Witness whereof, the undersigned Incorporator has executed these Articles of Incorporation this 22th day of February, 1999.



Brower M. ROBERTS, INCORPORATOR

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 FEB 26 PM 12:05

FILED

ACCEPTANCE BY REGISTERED AGENT:

Having been designated as resident agent for the above-named corporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept all of the duties imposed upon me by law.



Brower M. ROBERTS, REGISTERED AGENT

ARTICLES OF INCORPORATION OF
INTERACTIVE EDUCATION NONPROFIT CORPORATION
A FLORIDA NOT-FOR-PROFIT CORPORATION