

N99000002344

Requestor's Name

ZACHARY S. GRAY

5666 Seminole Boulevard, Suite 2,

Seminole, Florida, 33772.

600002825306--1

-04701/99--01028--007

****122.50 *****78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input 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

FILED
99 APR 15 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER APR 15 1999

Examiner's Initials

W99-8402



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 8, 1999

ZACHARY S GRAY
5666 SEMINOLE BLVD, SUITE 2
SEMINOLE, FL 33772

SUBJECT: AMERICAN EDUCATIONAL DEVELOPMENT, INCORPORATED
Ref. Number: W99000008402

We have received your document for AMERICAN EDUCATIONAL DEVELOPMENT, INCORPORATED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 099A00017771

Affidavit

FILED
99 APR 15 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Hawaii)
County of Hawaii)

ss.

I, Timothy Ekno, being first duly sworn, deposes and says:

1. I am the President and Chairman of the Board of Directors of American Educational Development, Incorporated, a Florida For-Profit Corporation.
2. By authorization of the Board of Directors of American Educational Development, Incorporated, I have filed Articles of Dissolution for the corporation to be effective upon filing.
3. American Educational Development, Incorporated, a Florida For-Profit Corporation, will not revoke the Articles of Dissolution and has no plans to ever operate as a for-profit corporation in the State of Florida.
4. The Board of Directors of American Educational Development, Incorporated has granted permission for the filing of Articles of Incorporation for a non-profit corporation using the name "American Educational Development, Incorporated."

FURTHER AFFIANT SAYETH NAUGHT.

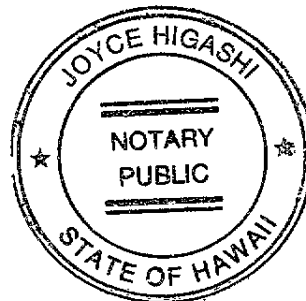
Under penalties of perjury I declare that the facts stated in the foregoing statement are true and correct.

Timothy Ekno
Timothy Ekno, Affiant

Sworn to and subscribed before me this 24 day of March, 1999.

Joyce Higashi
NOTARY PUBLIC, State of Hawaii
Printed Name: Joyce Higashi
Commission #: 89-486
Commission Expires: JOYCE HIGASHI

Notary Public
Fifth Judicial Circuit
State of Hawaii
My Commission Expires
August 29, 2001



FILED
99 APR 15 PM 12:01
CLERK OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
American Educational Development,
Incorporated**

The undersigned, acting as the incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act, adopt the following Articles of Incorporation for such corporation:

Article 1

The name of the corporation is AMERICAN EDUCATIONAL DEVELOPMENT, INCORPORATED.

Article 2

The principle place of business and the mailing address of this corporation is 5666 Seminole Boulevard, Suite 2, Seminole, Florida, 33772, Pinellas County.

Article 3

The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law), including, but not limited to, for such purposes, the providing of educational services in English to non-English speaking people of all ages; the training of individuals for teaching English as a second language; and any other lawful purpose or purposes not for pecuniary profit and not specifically prohibited to non-profit corporations under the laws of the state of Florida or to tax -exempt organizations under the Internal Revenue Code.

Article 4

The method of election of directors shall be stated in the Bylaws of the corporation. The corporation shall have a minimum of three (3) directors.

Article 5

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, 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 tax-exempt purposes of the corporation set forth in Article 3.

Article 6

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation to such organization or organizations organized and operated exclusively for charitable, religious, or educational purposes as shall at the time qualify as an organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Article 7

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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article 8

The Corporation shall have a racially nondiscriminatory policy and shall not discriminate against employees, applicants, students, and others on the basis of race, color, or national or ethnic origin. The Corporation shall admit students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students and shall be racially nondiscriminatory in the administration of all of its policies and programs.

Article 9

The street address of the initial registered office of the corporation is 5666 Seminole Boulevard, Suite 2, Seminole, Florida, 33772, and the name of the initial registered agent of the corporation at the initial registered office is Zachary S. Gray.

Article 10

The name of the incorporator of the corporation is Timothy Ekno and the address of the incorporator is 5666 Seminole Boulevard, Suite 2, Seminole, Florida, 33772.

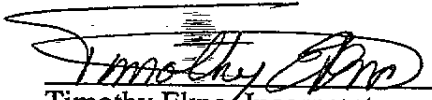
Article 11

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, except that 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)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article 12

The period of the duration of the corporation is perpetual unless dissolved according to law.

In Witness Whereof, the undersigned, being the incorporator of this corporation, has executed these Articles of Incorporation this 20th day of March, 1999. —


Timothy Ekno, Incorporator

**Certificate of Designation
Registered Agent/Registered Office**

FILED
99 APR 15 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 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 AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **AMERICAN EDUCATIONAL DEVELOPMENT, INCORPORATED.**
2. The name of the registered agent and office is: **ZACHARY S. GRAY**, and the address of the registered office is: **5666 Seminole Boulevard, Suite 2, Seminole, Florida, 33772.**

Acceptance By Registered Agent

Having been named as registered agent to accept service of process for the above named 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.

4/12/99
Date

Zachary S. Gray
Zachary S. Gray, Registered Agent