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# Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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Account Number : 073617000710

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## FLORIDA NON-PROFIT CORPORATION

Learning Solutions of Bay County, Inc.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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JUL 21 1999

07-20-1999 04:14PM

FROM BARRON & REDDING

TO

18509224001 P.01



**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

July 20, 1999.

BARRON, REDDING, HUGHES

SUBJECT: LEARNING SOLUTIONS OF BAY COUNTY, INC.  
REF: W99000016726

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUL 21 AM 9:31

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Neysa Culligan  
Document Specialist

FAX Aud. #: H99000017817  
Letter Number: 399A00037202

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

## ARTICLES OF INCORPORATION

OF

LEARNING SOLUTIONS OF BAY COUNTY, INC.,  
a Florida Not For Profit Corporation

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned person, acting as incorporator of corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopting the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Learning Solutions of Bay County, Inc.

ARTICLE II - EXISTENCE

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

The corporation is a not for profit corporation. The purpose for which the corporation is organized is exclusively for educational purposes, including, but not limited to, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication

THIS INSTRUMENT PREPARED BY:  
J. Robert Hughes, Esq.  
Fla. Bar No. 0111806  
Barron, Redding, Hughes,  
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P.O. Box 2467  
Panama City, FL 32402  
(850) 785-7454

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

#### ARTICLE IV - MEMBERS

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the Bylaws.

#### ARTICLE V - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation is 1718 Maine Avenue, Lynn Haven, Florida, 32444. The name of its initial registered agent is Teresa M. Mattson whose address is 1718 Maine Avenue, Lynn Haven, Florida, 32444.

#### ARTICLE VI - 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 of directors of the corporation shall be three (3). The number of directors may be either increased or diminished from time to time by a method of election as stated in the Bylaws, but shall never be less than three (3).

The directors named here as the first board of directors shall hold office until the first meeting of members, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of one (1) year or until their successors are duly elected and qualified. Annual meetings

shall be held on the First day of March of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the Articles of Incorporation of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors authority.

The names and addresses of the persons who are to serve as the initial directors are:

Teresa M. Mattson

1718 Maine Avenue  
Lynn Haven, FL 32444

Donald R. Payne

P. O. Box 1505  
Lynn Haven, FL 32444

Gwendolyn E. Mattson

8707 Jeffery Road  
Southport, FL 32409

#### ARTICLES VII - INCORPORATOR

The name of the person signing these Articles is Teresa M. Mattson whose address is 1718 Maine Avenue, Lynn Haven, Florida, 32444.

ARTICLE VIII - BYLAWS

Subject to the limitations contained in the Bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the Bylaws of this corporation may be made, altered, rescinded, added to or new Bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the Bylaws.

ARTICLES IX - CORPORATE EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 purposes set forth in Article III hereof. 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of

the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X - DISSOLUTION

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation or corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws.

ARTICLE XI - AMENDMENTS

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds (2/3) of a quorum of members of the corporation.

I, THE UNDERSIGNED, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on this 20<sup>th</sup> day of July, 1999.

  
Teresa M. Mattson

07-20-1999 04:18PM FROM BARRON & REDDING

TO

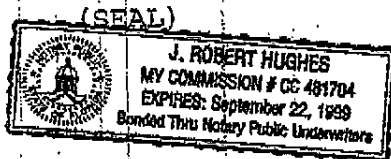
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Fax Audit No. H99 000017817

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing Articles of Incorporation of Learning Solutions of Bay County, Inc., was acknowledged before me this 20<sup>th</sup> day of July, 1999, by Teresa M. Mattson, who: (notary must check applicable box)

- ☒ is personally known to me.
- ☐ produced a current Florida driver's license as identification.
- ☐ produced \_\_\_\_\_ as identification.



J. Robert Hughes  
J. ROBERT HUGHES  
(Print Name)  
Notary Public  
Commission # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



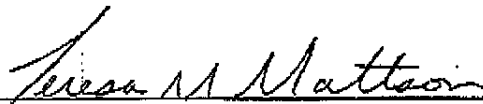
Fax Audit No. H99 000017817

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT  
OF

LEARNING SOLUTIONS OF BAY COUNTY, INC.  
a Florida Not For Profit Corporation

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Not For Profit Corporation Act of Florida relative to keeping open said office.

Dated this 20<sup>th</sup> day of July, 1999.

  
Teresa M. Mattson  
Registered Agent

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TALLAHASSEE, FLORIDA