



UCC FILING & SEARCH SERVICES, INC.  
526 East Park Avenue  
Tallahassee, FL 32301  
(850) 681-6528

N99000006122  
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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Leaning First Inc.

- ☐ Walk In ☐ Pick Up Time
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**RUSH**

- ☒ Certified Copy
- ☐ Certificate of State
- ☐ Certificate of Good Standing
- ☐ ARTICLES ONLY
- ☐ ALL CHARTER DOCS

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

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

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

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99 OCT 15 PM 3:56  
TALLAHASSEE, FLORIDA  
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CORPORATIONS  
DIVISION

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**ARTICLES OF INCORPORATION**  
**OF**  
**LEARNING FIRST, INC.**

THE UNDERSIGNED, acting as incorporator of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**Name**

The name of the Corporation shall be LEARNING FIRST, INC.

**ARTICLE II**

**Principal Office**

The address of the principal office of the Corporation is 332 West 19<sup>th</sup> Street, Penthouse A, New York, N.Y., 10011.

**ARTICLE III**

**Purpose**

The purpose for which this Corporation is formed is to provide an affordable, high-quality education for preschool through twelfth grade through the operation of one or more private or charter schools offering a caring learning community, and in furtherance thereof to do all things that are incident or conducive, directly or indirectly, to the attainment of the above-mentioned purpose. All powers exercised herein shall be in conformance with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), including, but not limited to, the following:

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A. The Corporation shall admit the students of any race to all the rights, privileges, programs, and activities generally accorded or made available to students at the schools operated by the Corporation, and the Corporation shall not discriminate on the basis of race in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other self-administered programs.

B. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals or its members, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

C. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

D. Notwithstanding any other provisions 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 under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, and its regulations, 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 such Code and regulations as they now exist or as they may hereafter be amended.

## **ARTICLE IV**

### **Board of Directors**

A. The number of persons constituting the initial Board of Directors ("Board") shall be three (3). The method of election or appointment of the Board shall be determined by the Bylaws of the Corporation to be hereafter adopted.

B. The names and addresses of the initial Board are as follows:

- (1) Donald Samuels      5109 Bayberry Lane  
Tamarac, FL 33319
- (2) Janet Corcoran      332 W 19<sup>th</sup> Street  
New York, N.Y. 10011
- (3) Carol Perry      100 Federal Street  
Boston, Ma., 02110

C. All powers of the Board in the management of the day-to-day affairs of this Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise provided by law, the Bylaws of the Corporation or these Articles of Incorporation, or except as shall be otherwise reserved to the Board.

## ARTICLE V

### Distributions of Surplus on Dissolution

In the event of liquidation, dissolution or other discontinuance of the business and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Corporation, but after making provision for the payment of all the liabilities of the Corporation, the remaining assets shall be distributed to the Corporation, if then in existence, and, if not in existence, to such organization or organizations described in Code Section 501(c)(3) as the Board of Trustees shall consider most nearly meets the objectives and purposes of the Corporation.

## ARTICLE VI

### Bylaws

Bylaws shall be adopted, altered, amended, or replaced by a majority vote of the Board and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and

management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

## ARTICLE VII

### Incorporator

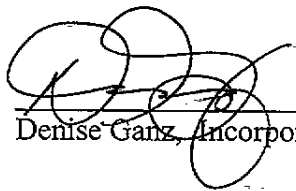
The name of the Incorporator of this Corporation is Denise Ganz, and the address of said Incorporator is 200 East Broward Boulevard, Suite 1500, Fort Lauderdale, FL 33302.

## ARTICLE XIII

### Initial Registered Office and Agent

As set forth in the registered agent's written acceptance of his appointment, which shall be delivered to the Department of State together with these Articles of Incorporation, the name and address of the initial registered agent of the Corporation is NRAI Services, Inc., 526 East Park Avenue, Tallahassee, Florida 32301.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed her signature this 13<sup>th</sup> day of October, 1999.



Denise Ganz, Incorporator

**ACCEPTANCE OF DESIGNATION AS  
REGISTERED AGENT**

The undersigned, NRAI Services, Inc., hereby accepts appointment as the initial registered agent of LEARNING FIRST, INC., as set forth in the foregoing Articles of Incorporation.

NRAI SERVICES, INC.

By: Betty B. Gou

Title: Assistant Secretary

Dated: October 15, 1999

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