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A. Zylinski

4510 King Palm Dr.

Parac, FL 33319-6120

17 20

City/State/Zip

Phone #

Office Use Only

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

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1. _____ (Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

00 JUL 19 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

7/24
gj

**ARTICLES OF INCORPORATION
OF
ZYLINSKI EDUCATIONAL CONSULTANTS, INC**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this Corporation is:

ZYLINSKI EDUCATIONAL CONSULTANTS, INC

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue Five Hundred (500) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is:

Annette Zylinski
4510 King Palm Drive
Tamarac, Florida 33319

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TALLAHASSEE, FLORIDA

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Annette Zylinski
4510 King Palm Drive
Tamarac, Florida 33319

**ARTICLE VI
PRE-EMPTIVE RIGHTS**

Each shareholder of the Corporation shall have full pre-emptive rights to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue shares.

**ARTICLE VII
INCORPORATOR**

The name and street address of the Incorporator is:

Annette Zylinski
4510 King Palm Drive
Tamarac, Florida 33319

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This corporation shall have One (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than One (1). The name and address of the initial Director of this corporation are:

Name

Address

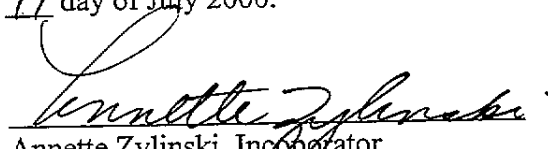
Annette Zylinski

4510 King Palm Drive
Tamarac, Florida 33319

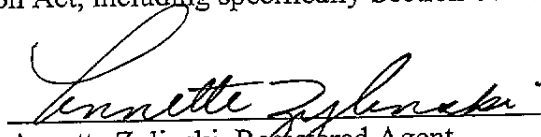
**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 17 day of July 2000.


Annette Zylinski, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


Annette Zylinski, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**JOINT CORPORATE ACTION BY
INCORPORATOR AND THE BOARD OF DIRECTORS OF
ZYLINSKI EDUCATIONAL CONSULTANTS, INC**

The undersigned Incorporator named in the Articles of Incorporation of **ZYLINSKI EDUCATIONAL CONSULTANTS, INC.**, a Florida corporation ("Corporation") and all the members of the Board of Directors of this Corporation, consent unanimously in writing to the adoption of the following resolutions, taking said actions and waiving all formal requirements of notice and the holding of a formal or informal organizational meeting of the Incorporator and the Board of Directors:

RESOLVED, that the following persons are elected to be members of the Board of Directors of this Corporation; and shall serve until the next Annual Meeting of the shareholders or until the election and qualification of their successors:

NAME

ADDRESS

Annette Zylinski

4510 King Palm Drive
Tamarac, Florida 33319

RESOLVED, that the following person is elected to hold the office of this Corporation identified opposite their name, to perform in such office the duties assigned from time to time by the Board of Directors, and to serve in that office until the meeting of the Board of Directors following or concurrent with the next annual meeting of the shareholders or until their successor has been duly elected and has qualified:

Annette Zylinski- President, Secretary and Treasurer

RESOLVED, that the Certificate of Incorporation issued to this Corporation by the Department of State of the State of Florida is hereby accepted and shall be placed in the corporate minute book; and that this Corporation shall proceed to do business thereunder.

RESOLVED, that the Bylaws attached to this action are hereby adopted as the Bylaws of this Corporation for the regulation of the affairs of this Corporation.

RESOLVED, that the share certificates of this Corporation are adopted in the form attached to this action, and that the Corporate Seal, an impression herewith affixed, is adopted as the Corporate Seal of this Corporation, and that the Treasurer is hereby authorized and directed to pay the expenses of incorporation.

RESOLVED, that the officers of this Corporation are authorized and directed to open a bank account in the name of this Corporation in accordance with the form of bank resolution which shall be attached to this action, and at the bank indicated on said form.

RESOLVED, that the President of this Corporation and such other officers as may be

designated are authorized and directed to offer for sale and issue Five Hundred (500) shares of common stock in a total amount of Five Hundred Dollars (\$500.00) at One Dollar (\$1.00) per share, payable in cash or other property, other than stock or securities, during the period from the date hereof to six months thereafter or the date when this Corporation shall have a subsequent offering of any stock, whichever shall first occur.

WHEREAS, the following offer has been made to this Corporation by the following individuals in consideration of the issuance of fully-paid and non-assessable shares of this Corporation;

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Annette Zylinski	4510 King Palm Drive Tamarac, Florida 33319	200	\$200

NOW, THEREFORE, BE IT RESOLVED, that since in the judgment of the Board of Directors such offers are good, sufficient and necessary for the business of this Corporation, the aforesaid offers are hereby accepted, and the President and Secretary of this Corporation are hereby authorized and directed to execute and deliver, in the name and on behalf of this Corporation, such agreement(s) as may be necessary in accordance with said offers, and such share certificate(s) as shall evidence such fully-paid and non-assessable shares being issued to the said individuals.

RESOLVED, that the officers of this Corporation are hereby authorized and directed, on behalf of this Corporation, to make and file such documents as may be required by law to be filed in any state, territory or dependency of the United States or any other foreign country where necessary or expedient to file the same to authorize this Corporation's transactions of business in such jurisdiction(s).

RESOLVED, that the officers of this Corporation are hereby authorized and directed to apply to the Internal Revenue Service for an Employer Identification Number and for Subchapter S status.

The actions contained herein are effective as of July 17, 2000.

This document may be executed in counterparts, each of which may be deemed an original, but all of which together, when filed in the corporate records, shall be deemed one instrument.

IN WITNESS WHEREOF, the undersigned, being the Incorporator and all the members of the Board of Directors of this Corporation, have set their hands and seals for these purposes.

INCORPORATOR/DIRECTOR:

Annette Zylinski
Annette Zylinski