

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

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*****87.50 *****87.50

SUBJECT:

LEARN PROS, INC.

(Proposed corporate name - must include suffix)

(one word)

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 of
Status

ADDITIONAL COPY REQUIRED

FROM:

GLEN D. WADE

Name (Printed or typed)

869 Silversmith Circle

Address

LAKE MARY, FL 32746

City, State & Zip

(407)-321-1921

Daytime Telephone number

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

Three originals are enclosed.

FILED
00 OCT 31 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LEARNPROS, INC.

FILED
00 OCT 31 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation is a natural person competent to contract and hereby form a corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of this corporation is LEARNPROS, INC., (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

This corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 869 Silversmith Circle, Lake Mary, Florida 32746.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator is:

Glen D. Wade
869 Silversmith Circle
Lake Mary, Florida 32746

ARTICLE 5 - DIRECTORS

Section 5.1 The Directors of this Corporation shall be elected from among the holders of record of the common shares of stock of this Corporation.

Section 5.2 The Directors of this Corporation shall be:

Eugene Brewer
Glen D. Wade

whose addresses shall be the same as the principal office of this Corporation.

ARTICLE 6 – OFFICERS

Glen D. Wade	CEO & Chairman of the Board
Glen D. Wade	President & Secretary
Eugene Brewer	Executive Vice-President
Glen D. Wade	CFO & Treasurer
Eugene Brewer	V.P. for Educational Services
Eugene Brewer	V.P. for Product Development

whose addresses shall be the same as the principal office of this Corporation.

ARTICLE 7 – CORPORATE CAPITALIZATION

Section 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is TWO HUNDRED THOUSAND (200,000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

Section 7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature, with the following conditions or exceptions: 1.) provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance, and 2.) every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Section 7.3 The Board of Directors of this Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of this Corporation.

Section 7.4 The Board of Directors of this Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 – SUB-CHAPTER S CORPORATION

This Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Section 8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of this Corporation unanimously agree otherwise in writing.

Section 8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in this Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Section 8.3 Once this Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of this Corporation and transferability of the shares of stock of this Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of this Corporation.

ARTICLE 10 – POWERS OF CORPORATION

This Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 12 – REGISTERED OWNERS

This Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of this Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by this Corporation, this Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not this Corporation shall have notice thereof.

ARTICLE 13 – RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution, or closing of this corporation, the assets of this corporation shall be payable to and distributed to the registered owners of this corporation as defined by ARTICLE 12 of this document.

ARTICLE 14 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 869 Silversmith Circle, Lake Mary, Florida 32746. The name and address of the registered agent of this Corporation is Glen D. Wade, 869 Silversmith Circle, Lake Mary, Florida 32746.

ARTICLE 15 – BYLAWS

The Board of Directors of this Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of this Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 16 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 17 – AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 26th day of October, 2000.



FL 02 W300 284 453830
Glen D. Wade
Glen D. Wade, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Glen D. Wade, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.



Latasha Proctor
10/26/00

Glen D. Wade

Glen D. Wade

FILED
00 OCT 31 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA