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-03/21/01--01053--007

*****78.75 *****78.75

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

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

1. TRANSITIONAL LEARNING CENTERS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

| 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 |

FILED
01 MAR 21 PM 2:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
01 MAR 21 AM 10:50
DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF INCORPORATION
OF

FILED
01 MAR 21 PM 2:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE
NAME

The name of this Corporation shall be: **TRANSITIONAL LEARNING CENTERS, INC.**

ARTICLE TWO
NATURE OF BUSINESS:

This Corporation may engage in any business permitted under the laws of the United State of America and the laws of the State of Florida.

ARTICLE THREE
TERMS OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the law of the State of Florida. The date on which corporate existence shall begin is the date of subscription and acknowledgement of the original Articles of Incorporation.

ARTICLE FOUR
MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than One-Thousand Dollars (\$1,000.00), or such greater amount as may be required by law.

ARTICLE FIVE
MINIMUM CAPITAL

This Corporation shall at all times have at least one Director. The stockholders of this Corporation may from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

ARTICLE SIX
CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times.

ARTICLE SEVEN
AMENDMENT

These Articles of Incorporation may be amended in any manner consistent with the law of the State of Florida.

ARTICLE EIGHT

CAPITAL STOCK

This Corporation is authorized to issue share of stock as follows:

- A) DESIGNATION: The stock of this Corporation shall be known Common Stock.
- B) AUTHORIZED: The maximum number of shares of Common Stock that this Corporation may issue is: One Hundred (100) shares.
- C) PAR VALUE: Each share of Common Stock shall have a par value of \$10.00
- D) CONSIDERATION: Shares of Common Stock may be issued in exchange for cash, real property, fixtures and equipment, inventory, accounts receivable, labor or services rendered, or any combination of the foregoing. The in absence of fraud in the transaction, the judgement of the board of Directors s to the value of any such consideration shall be conclusive.
- E) NON-ASSESSABILITY: Each share of Common Stock shall be issued in ex change for consideration which is t lest equal to the part value thereof, and shall be fully paid and non-assessable.
- F) VOTING RIGHTS: Each share of Common Stock shall entitle the record holder thereof to one vote upon the proposal presented at meetings of the stockholders of the Corporation. Agreements among stockholders regarding the voting of their shares, shall be valid and enforceable in accordance with the terms.
- G) CUMULATIVE VOTING: No holder of Common Stock shall be entitled to any right of cumulative voting.
- H) DIVIDENDS: Record holders of Common Stock are entitled to receive their pro-rate share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purpose.

I) LIQUIDATION RIGHTS: Holders of Common Stock are entitled in the event of the liquidation or dissolution of this Corporation, to receive their prop-rate share of any assets of this Corporation remaining after payment of all corporate debits and obligations.

ARTICLE NINE

INDEMNIFICATION

9.1 INDEMNITY: The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suite or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, to the full extent permitted by law.

9.2 INSURANCE: The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE TEN

INITIAL DIRECTOR

The name and mailing addresses of the person who is to serve as director until the first annual meeting of stockholders or until their successors are elected and qualify are:

NAME

Jorge A. Herrera

ADDRESS

P.O. Box 14-2064

Coral Gables, Florida 33114

ARTICLE ELEVEN

REGISTERED OFFICE AND REGISTERED AGENT

The street address of this Corporation's registered office and the name of its registered agent at such address are as follows:

NAME

Jorge A. Herrera

ADDRESS

75 Shore Drive, West
Miami, FL 33133

I HEREBY AGREE to act as Registered Agent for, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.


Registered Agent

SOLE SUBSCRIBER

The undersigned individual, competent to contract, executed these Articles of Incorporation as attorney-in fact for the sole subscriber.

NAME

Jorge A. Herrera

ADDRESS

P.O. Box 14-2064
Coral Gables, Florida 33114
Principal Office

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

Dated this 20th day of March 2001.


Subscriber

FILED
01 MAR 21 PM 2:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA