

TRANSMITTAL LETTER

P01000081970

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

APPROVED
AND
FILED

01 AUG 20 PM 3:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: RED LETTER 9 INC.
(Proposed corporate name - must include suffix)

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: BRIAN JOHNSTON
Name (Printed or typed)

2910 KERRY FOREST PKWY D D4-110
Address

TALLAHASSEE, FL 32309
City, State & Zip

850-668-6177
Daytime Telephone number

800004543208--7
-08/21/01--01002-004
*****78.75 *****78.75

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 AUG 20 PM 3:05

NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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

8/20
m

APPROVED
AND
FILED

01 AUG 20 PM 3:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RED LETTER 9 INC.

ARTICLE I
NAME

The name of this corporation shall be Red Letter 9 Incorporated (hereinafter the Corporation”).

ARTICLE II
PURPOSES

This Corporation shall be organized as a Corporation for-profit under Chapter 607 of the Florida Statutes. The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida, including without limitation the operation of educational facilities and midwifery institutions.

ARTICLE III
AUTHORIZED SHARES

The total number of shares of all classes of stock which this Corporation shall have authority to issue consists of 100 shares of common stock, one dollar par value per share (“Common Stock”). The holders of the Common Stock are entitled to one vote for each share held at all meetings of shareholders. There shall be no cumulative voting. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its shareholders.

ARTICLE IV
REGISTERED AGENT AND OFFICE

The registered agent of this Corporation shall be Brian Johnston, 3124 Lookout Trail, Tallahassee, Florida 32309.

ARTICLE V
PRINCIPAL OFFICE

The Corporation shall maintain its principal office at 3124 Lookout Trail, Tallahassee, Florida 32309.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Number and Powers. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors which shall consist of 1 or more persons. The number of directors shall be fixed from time to time by the Board of Directors pursuant to a resolution adopted by a majority of the Whole Board of Directors. The term "Whole Board" means the total number of authorized directorships (whether or not any vacancies exist in previously authorized directorships at the time such resolution is presented to the Board of Directors for adoption). In addition, to the powers and authority expressly conferred upon the Directors by statute, these Articles of Incorporation or the Bylaws of the Corporation, the directors are empowered to exercise all powers and do all acts as may be exercised or done by the Corporation.

Section 2. Election and Terms. The Board of Directors shall be divided into three classes with the term of office of the first class of directors to expire at the 2002 annual meeting of the shareholders, the term of office of the second class of directors to expire at the 2003 annual meeting of shareholders and the term of office of the third class of directors to expire at the 2004 annual meeting of shareholders, with each director to hold office until a successor is elected and qualified. At each annual meeting of shareholders, following initial classification and election, directors elected to exceed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding annual meeting of shareholders after their election with each director to hold office until a successor is elected and qualified.

Section 3. Vacancies and Increase in Number of Directors. Newly created directorships resulting from an increase in the authorized number of directors or from vacancies on the Board of Directors resulting from a director's death, resignation, retirement, disqualification, removal from office, or other cause, may be filled only by a majority vote of the directors then in office, no less than a quorum, and directors so chosen shall hold office until the next shareholders meeting at which directors are elected and until their successors have been elected and qualified. No decrease in the number of directors constituting the Board of Directors shall shorten the term of an incumbent director.

ARTICLE VII REMOVAL OF DIRECTORS

Any or all directors of the Corporation may be removed from office at any time, but only for cause and by the affirmative vote of the holders of eighty percent (80%) of the issued and outstanding shares of the capital stock of the Corporation entitled to vote generally for the election of directors, taken at a duly called annual or special meeting of the shareholders.

ARTICLE VIII SHAREHOLDER ACTION

Any action required or permitted to be taken by the shareholders of the Corporation may be effected at a duly called annual or special meeting of shareholders of the Corporation or by any consent in writing by such shareholders.

ARTICLE IX SPECIAL MEETINGS OF SHAREHOLDERS

Special meetings of the shareholders of the Corporation, for any purpose or purposes, may be called by the Board of Directors, Chairman of the Board or President, and shall be called by the Chairman of the Board or Secretary, upon the written request of the holders of not less than fifty percent (50%) of the issued and outstanding shares of the capital stock of the Corporation entitled to vote on each issue proposed to be considered at such meeting.

ARTICLE X AMENDMENT OF THE BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors of the Corporation is expressly authorized to adopt, amend, alter and repeal the bylaws of the Corporation. Shareholders may adopt, amend, repeal or alter the bylaws of the Corporation, including bylaws adopted by the Board of Directors, without approval of the Board of Directors only if such adoption, amendment, repeal or alteration is approved by the affirmative vote of the holders of at least eighty percent (80%) of the issued and outstanding shares of the capital stock of the Corporation entitled to vote on such matters.

ARTICLE XI INDEMNIFICATION

Section 1. Indemnification.

(a) The Corporation (and any successor to the Corporation by merger or otherwise) shall, and does hereby, indemnify, to the fullest extent permitted or authorized by current or future legislation (specifically including the full extent of indemnification permitted by Section 607.0850(7), Florida Statutes (2000), or current or future judicial or administrative decisions (but, in the case of any such future legislation or decisions, only to the extent that it permits the Corporation to provide broader indemnification rights being permitted prior to such legislation or decision), each person (including the heirs, personal representatives, executors, administrators and estate of the person) who was or is a party, or is threatened to be made a party, or was or is a witness, to any threatened, pending or completed action, suit or

proceeding, whether civil, criminal, administrative or investigative and any appeal therefrom (collectively, a "Proceeding"), against all liability (which for purposes of this article includes all judgments, settlements, penalties, fines and taxes under the Employee Retirement Security Act of 1974, as amended) and costs, charges, and expenses (including attorneys fees asserted against him or incurred by him by reason of the fact that the person is or was (i) a director, or (ii) an officer or an employee of the Corporation who is specifically granted the indemnification rights provided hereby by the Board of Directors, or (iii) serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including serving as a fiduciary of an employee benefit plan) and as to whom the Board has granted the right to indemnification provided hereby (each an "Indemnified Person").

(b) Notwithstanding the foregoing, except with respect to the indemnification specified in the third sentence of Section 3 of this Article, the Corporation shall indemnify an indemnified person in connection with the proceeding (or part thereof) initiated by an indemnified person only if authorization for the proceeding (or part thereof) was not denied by the Board of Directors of the Corporation, acting in its sole discretion within sixty (60) days after receipt of notice thereof from the Indemnified Person.

Section 2. Advance of Costs, Charges and Expenses. Costs, charges and expenses (including attorneys fees) incurred by the indemnified person in defending a proceeding shall be paid by the Corporation to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any future legislation or decisions, only to the extent that it permits the Corporation to provide broader rights to advance costs, charges and expenses than permitted prior to the legislation or decisions) in advance of the final disposition of the proceeding, upon receipt of a undertaking reasonably satisfactory to the Board of Directors (the "Undertaking") by or on behalf of the indemnified person to repay all amounts so advanced if it is ultimately determined that such person is not entitled to be indemnified by the corporation as authorized in this Article; provided that, in connection with a Proceeding (or part thereof) initiated by such Indemnified Person (except a Proceeding authorized by the second sentence of Section 3 of this Article), the Corporation shall pay the costs, charges and expenses in advance of the final disposition of the proceeding only if authorization for the proceeding (or part thereof) was not denied by the Board of Directors of the Corporation, acting in its sole discretion, within sixty (60) days of receipt of a request for advancement accompanied by an Undertaking. A person to whom costs, charges and expenses are advanced pursuant to this Article shall not be obligated to repay pursuant to the Undertaking until the final determination of (a) the pending proceeding in a court of competent jurisdiction concerning the right of that person to be indemnified or (b) the obligation of the person to repay pursuant to the Undertaking.

The Board of Directors may, upon approval of the Indemnified Person, authorize the Corporation's counsel to represent the Indemnified Person in any action, suit or proceeding, whether or not the Corporation is a party to the action, suit or proceeding. In the event that

the Corporation's counsel is representing the Indemnified Person and subject to any limitations imposed by law or any insurance policy referred to in Section 5 of this Article XI, any Indemnified Person shall have the right to retain separate counsel and to have the fees and expenses of such counsel paid as incurred as provided herein in the event such person reasonably believes that there is an actual or potential conflict in interest between the Corporation and such person or in the event the Corporation or its insurer shall have failed to assume the defense and employ counsel acceptable to such person within a reasonable period of time after commencement of any action.

Section 3. Procedure for Indemnification. Any indemnification or advance under this Article shall be made promptly, and in any event within sixty (60) days after delivery of the written request of the Indemnified Person. The right to indemnification or advances as granted by this Article shall be enforceable by an Indemnified Person in any court of competent jurisdiction if the Corporation denies the request under this Article in whole or in part, or if no disposition of the request is made within the sixty (60) day period after delivery of the request. The requesting person's costs and expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any action shall also be indemnified by the Corporation. It shall be a defense available to the Corporation to assert in the action that indemnification is prohibited by law or that the claimant has not met the standard of conduct, if any, required by current or future legislation or by current or future judicial or administrative decisions for indemnification (but, in the case of future legislation or decision, only to the extent that the legislation does not impose a more stringent standard of conduct than permitted prior to the legislation or decisions). The burden of proving this defense shall be on the Corporation. Neither (a) the failure of the Corporation (including its Board of Directors or any committee thereof, its independent legal counsel, and its shareholders) to have made a determination (prior to the commencement of the action) that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct, if any, nor (b) the fact that there has been an actual determination by the Corporation (including its Board of Directors or any committee thereof, its independent legal counsel, and its shareholders) that the claimant has not met the applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 4. Survival of Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may now or hereafter be entitled under any bylaw, statute, agreement, vote of shareholders or disinterested directors or recommendation of counsel or otherwise, both as to actions in the person's capacity as a director, officer or employee and as to actions in another capacity while still a director, officer or employee, and shall continue as to an Indemnified Person who has ceased to be a director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Corporation and each Indemnified Person who is an Indemnified Person at any

time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Corporation arising hereunder for claims relating to matters occurring prior to the repeal or modification. The Board of Directors of the Corporation shall have the authority, by resolution, to provide for indemnification of officers, employees or agents of the Corporation and for such other indemnification of Indemnified Persons as it deems appropriate.

Section 5. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer 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 (including serving as a fiduciary of an employee benefit plan) 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 provision of this Article or the applicable provisions of the Florida Business Corporation Act.

Section 6. Savings Clause. If this Article or any portion is invalidated or held to be unenforceable on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each Indemnified Person described in Section 1 of this Article to the fullest extent permitted by all applicable portions of this Article that have not been invalidated or adjudicated unenforceable, and as permitted by applicable law.

ARTICLE XII

Amendment of Articles

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereinafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this reservation. Notwithstanding the foregoing, the provisions of this Article VII, Article IX and Article X of these Articles may not be altered, amended or repealed in any respect unless such alteration, amendment or repeal is approved by the affirmative vote of the holder of at least eighty percent (80%) of the issued and outstanding shares of capital stock of the Corporation entitled to vote on such matter, voting together as a single class; provided, however, that this eighty percent (80%) vote shall not be required for any alteration, amendment or repeal unanimously recommended by the Board of Directors.

ARTICLE XIII

Incorporator

The name and address of the incorporator is Brian Johnston, 3124 Lookout Trail, Tallahassee, Florida 32309.

RED LETTER 9 INCORPORATED

BY:

Brian Johnston,
Brian Johnston, Incorporator
3124 Lookout Trail
Tallahassee, Florida 32309

STATE OF FLORIDA
COUNTY OF Leon

The foregoing instrument was acknowledged before me this 20th day of August, 2001 by Brian Johnston who is personally known to me or who has produced _____ as identification and who did/did not take an oath.



Juliaca D. Love
MY COMMISSION # CC759556 EXPIRES
July 15, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Juliaca D. Love
Notary Public

APPROVED
AND
FILED

01 AUG 20 PM 3:14

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

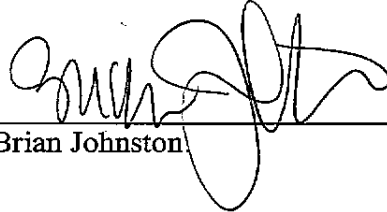
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned corporation, organized under the law of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida. The name of the corporation is Red Letter 9 Incorporated. The name and address of the registered agent and office is:

Brian Johnston
3124 Lookout Trail
Tallahassee, Florida 32309

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 8-20, 2001.



Brian Johnston