

THE LAW OFFICES OF  
**Paul M. Guntharp, Jr., P.A.**

*fil 02*  
**P0200039693**

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

600005194526--3  
-04/05/02--01021--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Spirit of Learning, Inc.

Dear Sir/Madam:

Enclosed please find original Articles of Incorporation concerning Spirit of Learning, Inc., together with our firm's check in the amount of \$70.00 representing your filing fee. If all is in order, kindly file the Articles and return to us the certificate of filing, indicating the charter number.

If you have any questions, please do not hesitate to call.

Sincerely,

*Sarah E. Misenhelter*

Sarah E. Misenhelter  
Secretary

/sem  
Enclosure

*4/12*

**FILED**  
02 APR -5 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

of

**SPIRIT OF LEARNING, INC.**

**FILED**  
02 APR -5 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is:

Spirit of Learning, Inc.

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

### **ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100,000 shares of common stock with a no par value. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

### **ARTICLE IV. TERM OF EXISTENCE**

This corporation is to exist perpetually.

### **ARTICLE V. ADDRESS**

The street address of the initial principal office of this corporation in the State of Florida is 82 Osprey Circle, Palm Coast, Florida. The mailing address of the initial principal office of this corporation is 82 Osprey Circle, Palm Coast, Florida 32137. The Board of Directors may, from time to time, move the principal office or mailing address to any other addresses in Florida.

### **ARTICLE VI. DIRECTORS**

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders.

### **ARTICLE VII. INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors are:

Name

Address

Louise A. Gale

82 Osprey Circle  
Palm Coast, FL 32137

**ARTICLE VIII. INCORPORATORS**

The name and post office address of each incorporator of these Articles of Incorporation is:

Name

Address

Louise A. Gale

82 Osprey Circle  
Palm Coast, FL 32137

**ARTICLE IX. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE X. REGISTERED AGENT AND OFFICE**

The registered agent and office for this corporation shall be Louise A. Gale, 82 Osprey Circle, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at anytime in accordance with the provisions of Florida law.



\_\_\_\_\_  
Louise A. Gale

STATE OF FLORIDA  
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Louise A. Gale, to me personally known to be the person described as incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that s/he subscribed to those Articles of Incorporation. Declarant produced a Florida drivers license as identification /is personally known to me and did not take an oath.

WITNESS my hand and official seal in the County and State named above this 15<sup>th</sup> day of April, 2002.



Sarah Misenhetter  
My Commission DD006167  
Expires March 04, 2005

A handwritten signature in cursive script, reading "Sarah E. Misenhetter", written over a horizontal line.


Notary Public

My commission expires:

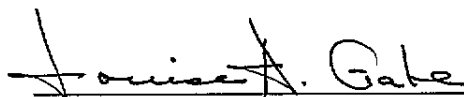
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: SPIRIT OF LEARNING, INC., DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT 82 OSPREY CIRCLE, PALM COAST, FLORIDA 32137, HAS NAMED  
LOUISE A. GALE, 82 OSPREY CIRCLE, PALM COAST, FLORIDA 32137, AS ITS  
REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

  
LOUISE A. GALE  
DATE: 1 April, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO  
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
LOUISE A. GALE  
REGISTERED AGENT  
DATE: 1 April, 2002

**FILED**  
02 APR -5 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA