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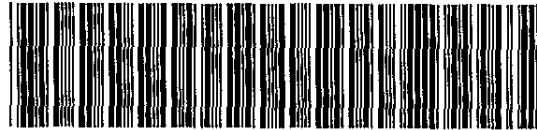
(Business Entity Name)

(Document Number)

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2006 MAR 20 AM 1:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch MAR 20 2006

## COVER LETTER

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

SUBJECT: The Baisden Group, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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: Frank P. Saier  
Name (Printed or typed)

4041-B NW 37th Place  
Address

Gainesville, FL 32606  
City, State & Zip

(352) 374-4120 ext 307  
Daytime Telephone number

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

ARTICLES OF INCORPORATION  
OF  
THE BAISDEN GROUP, INC.

FILED  
2006 MAR 20 AM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being natural person(s) competent to contract, hereby, for the purpose of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME: The name of the corporation shall be The Baisden Group, Inc.

ARTICLE II

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is:

1. The creation, development and operation of educational learning centers.
2. To engage in any other lawful activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

CAPITAL STOCK: The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 5,000 shares of common stock at a part value of One Dollar (\$1.00) per share.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE V

TERM OF EXISTENCE: The corporation is to exist perpetually.

ARTICLE VI

ADDRESS: The initial address of the principal offices of the corporation is 4531 W. SR 238, Lake Butler, FL 32054. The Board of Directors may from time to time move the principal office to any other address in the State of Florida

ARTICLE VII

DIRECTORS: The corporation shall have three (3) directors initially and shall be comprised of stockholders only. The number of Directors may be increased or decreased from time to time by By-Laws adopted by the stockholders but shall never be less than one (1) or more than nine (9). The Directors shall be entitled to one vote for each share of common stock owned.

#### ARTICLE VIII

BOARD OF DIRECTORS: The names and addresses of the members of the first Board of Directors to serve for the first year or until otherwise replaced according to the By-Laws adopted by the stockholders are: Courtney C. Baisden, 4531 W. SR 238, Lake Butler, FL 32054; Tommy J. Baisden, 4531 W. SR 238, Lake Butler, FL 32054; and Richard W. Calvitt, 10572 52<sup>nd</sup> Terrace, Live Oak, FL 32060.

#### ARTICLE IX

INCORPORATOR: The name and address of the Incorporator to these Articles of Incorporation is Courtney C. Baisden, 4531 W. SR 238, Lake Butler, FL 32054.

#### ARTICLE X

REGISTERED AGENT AND REGISTERED ADDRESS: Frank P. Saier, 4041-B NW 37<sup>th</sup> Place, Gainesville, FL 32606 is authorized to serve as the initial registered agent of the corporation to accept service of process as registered agent of the corporation.

#### ARTICLE XI

PRE-EMPTIVE RIGHTS: Each shareholder of this corporation shall have a pre-emptive right to purchase additional shares of the corporation at any such time as the same are offered for sale by the corporation.

#### ARTICLE XII

BY-LAWS: The stockholders shall be authorized to adopt by-laws, including therein a provision for replacement of loss or destroyed stock certificates; for a lien upon the stock for stockholders' indebtedness to the corporation; that such by-laws are not to be inconsistent with the laws of the State of Florida; that the by-laws can be amended by the stockholders of this corporation; and a provision that, by a stockholder's agreement or by-laws, the corporation may restrict the transfer or encumbrance of any and all the stock.

#### ARTICLE XIII

AMENDMENTS: These Articles of Incorporation may be amended in the manner provided herein except as modified by Florida Law. Each amendment must be approved by a majority vote of those stockholders entitled to vote thereon, at a meeting for which at least ten days advance notice was given to all stockholders of the language of the proposed amendment, unless all stockholders execute a written waiver of the requirement for advance notice. Notice shall be accomplished by hand delivery to each stockholder or by furnishing a copy of the notice of meeting to the stockholders last known address by use of United States Postal Services.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this

10<sup>th</sup> day of March, 2006.

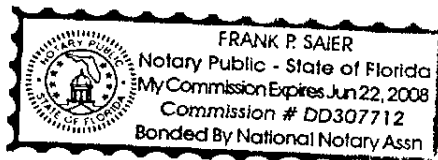
Courtney C. Baisden  
Courtney C. Baisden, Incorporator

STATE OF FLORIDA  
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority personally appeared Courtney C. Baisden, to me personally known or who provided \_\_\_\_\_ as identification and known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and seal at Gainesville, Alachua County, Florida, this 10 day of March, 2006.

Frank P. Sajer  
Notary Public, State of Florida  
My Commission expires:



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

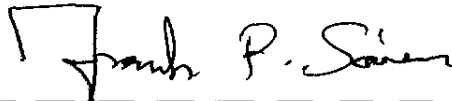
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That The Baisden Group, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Gainesville, County of Alachua, State of Florida, has named Frank P. Saier, 3426-B NW 43<sup>rd</sup> St., Gainesville, FL 32606 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



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Frank P. Saier, Registered Agent