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12/17



**Simonics, Simonics, Ratnecht & Associates, Inc.**

8750 Perimeter Park Boulevard Jacksonville, FL 32216-6347

Phone: 904-928-1040 Fax: 904-928-0939

www.simonics.net

November 17, 2009

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

SUBJECT: Direct Instruction Alliance for Learning, Inc.

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$78.75 to cover the filing fee and the certified copy. Please return filed copies to the undersigned.

Thank you for your assistance.

Respectfully,

A handwritten signature in black ink, appearing to read "Nicholas T. Simonics". The signature is fluid and cursive, with a large initial "N".

Nicholas T. Simonics, CPA, MACC

NTS/sm  
enclosures

**ARTICLES OF INCORPORATION**  
**FOR**  
**DIRECT INSTRUCTION ALLIANCE FOR LEARNING, INC.**

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

**ARTICLE I, NAME**

The name of the Corporation shall be:

**DIRECT INSTRUCTION ALLIANCE FOR LEARNING, INC.**

**ARTICLE II, PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of this Corporation shall be:

5000-18 Highway 17, Suite 111  
Fleming Island, Florida 32002

**ARTICLE III, NATURE OF BUSINESS**

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE IV, CAPITAL STOCK**

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is 1000 shares of common stock, having a par value of \$1.00. The Board of Directors is authorized to issue "Section 1244 Stock," as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

**ARTICLE V, REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Nicholas T. Simonie, CPA  
8750 Perimeter Park Blvd.  
Jacksonville, Florida 32216

**ARTICLE VI, TERM OF EXISTENCE**

This Corporation shall exist perpetually.

**ARTICLE VII, PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of the 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 at the price at which it is offered to others.

**ARTICLE VIII, DIRECTORS AND OFFICERS**

The name and address of the initial director is:

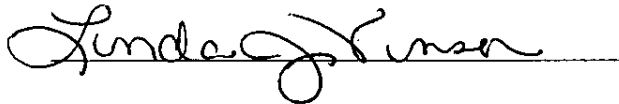
Linda Vinson  
5000-18 Highway 17, Suite 111  
Fleming Island, Florida 32002

**ARTICLE IX, INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is:

Linda Vinson  
5000-18 Highway 17, Suite 111  
Fleming Island, Florida 32002

The undersigned incorporator has executed these Articles of  
Incorporation of this 2<sup>nd</sup> day of Dec., 2009.



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: Direct Instruction Alliance for Learning, Inc.
2. The name and address of the registered agent and office is:

Nicholas T. Simonic, CPA  
8750 Perimeter Park Blvd.  
Jacksonville, Florida 32216

*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.*

Signature \_\_\_\_\_

*Nicholas T. Simonic*

Date \_\_\_\_\_

*12-2-09*

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