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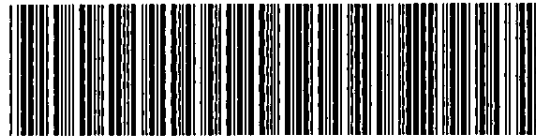
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DIVISION OF CORPORATIONS
14 JUL -8 PM 4:00

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DIVISION OF CORPORATIONS

7/9/14

COVER LETTER

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

SUBJECT: The Mastery Corporation; A Teaching & Training Company,
(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 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Dr. Kathi Vaughn-Malpress

Name (Printed or typed)

P.O. Box 23334

Address

Jacksonville, FL 32241

City, State & Zip

(904) 629-2872

Daytime Telephone number

theliteracyinstitute@gmail.com

E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION OF THE MASTERY CORPORATION;
A TEACHING & TRAINING COMPANY**

In accordance with the State of Florida, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following Articles of Incorporation for a company corporation and purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: The Mastery Corporation; A Teaching & Training Company.

ARTICLE II

The existence of the Corporation shall begin on July 1, 2014.

ARTICLE III

The street address of the principal office of the Corporation is 10952 Copper Hill Drive, Jacksonville, Florida 32218.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 50, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 10952 Copper Hill Drive, Jacksonville, Florida 32218. The initial registered agent for the Corporation at that address is Dr. Kathi M. Vaughn-Malpress.

ARTICLE VI

The initial Board of Directors shall consist of eight (8) members. The names and addresses of the person(s) who will serve on the initial Board of Directors are:

Dr. Leenette Morse-Pennington, Chair
1222 Wentworth Circle
Rockledge, FL 32955

Ms. Josetta Arnold, Vice-Chair
P. O. Box 26629
Jacksonville, FL 32226

Mrs. Gloria Turner, Executive Administrative Assistant
2687 Armsdale Road
Jacksonville, FL 32218

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14 JUL -8 PM 4:01

Mr. Wayne McDougle, Chief Financial Officer
P. O. 410484
Melbourne, FL 32941

Ms. Estella T. Dixon, Program Director/Coordinator of Projects
11573 Curaco Court
Jacksonville, FL 32218

Mrs. Sharon McDougle, Program/Curriculum Development
P. O. 410484
Melbourne, FL 32941

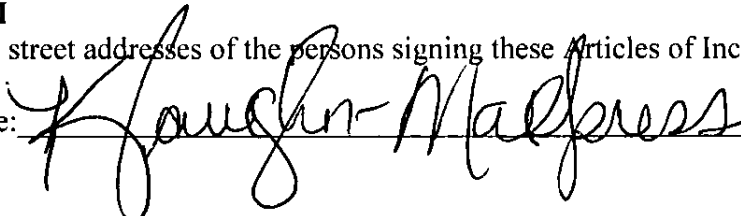
Mr. William Seymore, Program Manager
8050 103rd Street, Apt. A-4
Jacksonville, FL 32210

Rev. Ronald V. Walters, Consultant
11632 N Dunes Way Drive
Jacksonville, FL

ARTICLE VII

The names and street addresses of the persons signing these Articles of Incorporation are:

Signature: _____



Dr. Kathi M. Vaughn-Malpress; 10952 Copper Hill Drive, Jacksonville, Florida 32218
Mailing Address: P. O. Box 23334; Jacksonville, FL 32241

ARTICLE VIII

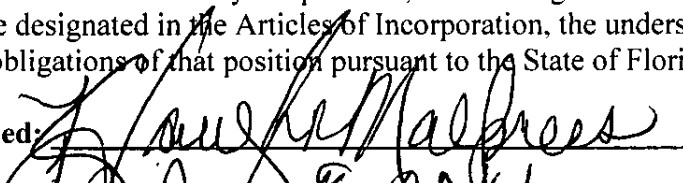
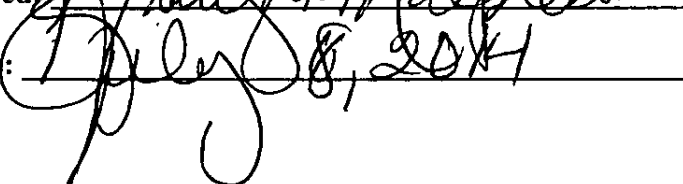
The Corporation shall indemnify its Directors, Officers, Employees, and Agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on July 2, 2014.

ACCEPTANCE OF REGISTERED AGENT: Having been named to accept service of process for The Mastery Corporation; A Teaching & Training Company, at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to the State of Florida.

Signed: _____

Date: _____

**BYLAWS OF THE MASTERY CORPORATION; A TEACHING & TRAINING
COMPANY.**

ARTICLE I: SHAREHOLDERS

1A. Annual Meeting. A meeting of shareholders shall be held once each year for the election of directors and for the transaction of any other business. Exceptions require unanimous consent of the Executive Staff of the Corporation.

1B. Special Meeting. Special meetings of the shareholders, for any purpose or purposes, shall be held when directed by the Founding Owners/Chair of the Board/President of the Corporation/Executive Members of the Board of Directors, or at the written request of current financially active Shareholders.

1C. Place of Meeting. The President and/or the Chair of the Board of Directors may designate any place, either within or without the State of Florida as the place of meeting for all meetings.

1D. Action Without a Meeting. Action required or permitted to be taken at any meeting of the shareholders may be taken without a meeting, without prior notice, and without a vote if the action is taken with unanimous consent of and by the Founding Owners/Chair of the Board/President of the Corporation/Executive Members of the Board of Directors with written notice of action to each shareholder of current standing shares.

1E. Notice of Meeting. Except in accordance with the State of Florida and Bylaws of The Mastery Corporation; A Teaching & Training Company, Incorporated. Article I; 1A, 1B and 1C, written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered via U.S. Mail, Email or Telephone call/messages.

1F. Waiver of Notice of Meeting. Whenever any notice of regulation(s) and/or rule(s) is required to be given to any shareholder, a waiver in writing signed by the consenting person and/or shareholder must be notarized with signatures of a minimum of one shareholder and one non-member. The wavier must be submitted two (2) days before the scheduled meeting of subject.

1G. Fixing of Record Date. In order that the corporation may determine the shareholders entitled to notice of, or to vote at, any meeting of shareholders or any adjournment thereof, shareholders of the Corporation must have proactive and financial rights to subscribe for or acquire securities or rights to purchase securities of any class, kind, or series of the Corporation.

1H. Shareholders' List. After fixing a record date for a meeting of shareholders, the corporation shall prepare an alphabetical list of the names to be issued to each shareholder with

confidential information for the purpose of accessing information regarding the corporation **ONLY**. Violation of this clause will be subjected to legal proceedings, **IMMEDIATELY**.

1I. Voting Per Share. Except as otherwise provided in the articles of incorporation or by State of Florida and Bylaws of The Mastery Corporation; A Teaching & Training Company, Incorporated, Articles 1.E, 1.F, & 1.G, each shareholder is entitled to one vote for each share held by him or her, and/or deemed by proxy (See 1.F. Waiver of Notice of Meeting).

ARTICLE II: BOARD OF DIRECTORS

2A. General Powers. Except as provided in the Articles of Incorporation and by the State of Florida, corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors, conclusively.

2B. Number, Terms, Classification, and Qualification. The Board of Directors of the Corporation shall consist of a maximum of twelve (12) members exclusively, with official qualification, certification and experience in Education and/or Business or related fields, including varied pre-screened and pre-selected Board Shareholders of the Corporation for a term/terms as determined by the Founding Owner(s) of the corporation.

2C. Regular Meetings. An *Annual* regular meeting of the President, Executive Staff and the Board of Directors may be held without notice to Board Shareholders; Board Shareholders are not required to attend an *Annual* regular meetings. However, when advised/notified of regular meetings, Board Shareholders must notify the President, Executive Staff member or member of the Board of Directors of his/her attendance or absence, in a timely manner.

2D. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board, the President, or any two Executive Staff members, collectively, as deemed necessary and/or unanimously agreed by the Executive Staff of the Corporation. Board Shareholders are not required to attend special meetings, unless requested by the Chair of the Board of Directors, the President/CEO.

2E. Waiver of Notice of Meeting. This waiver of notice is for members of the Board of Directors of the corporation who will not attend a Special/Emergency meetings of the corporation. Signing the document also conveys consent to ALL transactions agreed to at the meeting. Members of the Board of Directors unable to attend a Special/Emergency Called Board of Directors' meeting must notify the Executive Staff as soon as possible prior to the meeting date and time. Notice and/or minutes of a meeting of the Board of Directors will only be given to any member of the Board of Directors who submits a written waiver of notice two (2) weeks before the scheduled meeting.

2F. Quorum. A majority of the number of initial directors (7 minimum) as fixed by, or in the manner provided in, these bylaws shall constitute a quorum for the transaction of business for the corporation.

2G. Effect of Action. The act of a majority of the directors present at a meeting at which a quorum is present when the vote is taken shall be the act of the full Board of Directors, in its entirety.

2H. Presumption of Assent. The President/Chief Executive Officer of the Corporation who is present at a meeting of the Board of Directors or a committee of the board when corporate action is taken that requires a vote may be presumed as ex-officio, at the discretion of the Chair of the Board of Directors. **NOTE:** The By-Laws also make the President/Chief Executive Officer ex-officio, and a member of every committee.

2I. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or a designated committee of the Board of Directors may be taken with a consent in writing from the Chair of the Board and/or the signature of the President/Chief Executive Director and without a formal meeting of the Board of Directors.

2J. Meetings by Means of Conference Telephone Call or Similar Electronic Equipment. Members of the Board of Directors may participate in meetings of the board by means of a conference telephone call or similar electronic communications equipment as scheduled and available, only if all persons participating in the meeting are in consent and able hear each other at the same time, clearly and with understanding; such calls may be cancelled or postponed by the Chair of the Board of Directors, President/Chief Executive Officer because of a lack of clarity. Participation by such means constitutes presence in person at a meeting.

ARTICLE III: OFFICERS

3A. Officers. The Officers of the Corporation shall be a President/Chief Executive Officer, Executive Vice-President, Executive Assistant, Chief Financial Officer and a Director of Operations.

3.2 Appointment and Term of Office. The officers and term of office of the corporation shall be appointed annually by the Board of Directors with consent of final approval by the founding owner(s).

3.3 Resignation. Any officer of the corporation may resign from his or her respective office or position anytime by delivering a signed written notarized notice to the corporation's Board of Directors via U. S. Mail or Hand-Delivered a minimum of one week (5 business days) prior to their effective date of resignation.

3.4 Removal. Any officer of the corporation may be removed from his or her respective office, as deemed necessary, as an official request and/or after discussion and consent of and by the corporation's Board of Directors/and/or the President/Chief Executive Officer and/or Owner(s). Official notification of such action will be in writing and certified/registered mail via U. S. Mail, **ONLY**.

3.5 President. The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors.

3.6 Compensation. The compensation of ALL officers of the corporation shall be determined, scheduled and approved by the Board of Directors, collectively.

ARTICLE IV: CERTIFICATES OF STOCK

4.1 Certificates for Shares. The Board of Directors shall determine whether shares of the corporation shall be uncertificated or certificated, as advised by the Chief Financial Officer.

4.2 Transfer of Shares; Ownership of Shares. Transfers of shares of stock of the corporation shall be made only on the stock transfer books of the corporation, and only after the surrender to the corporation of the certificates representing such shares, only as advised by the Chief Financial Officer, and written consent of the majority of the Board of Directors and the President/Chief Executive Officer.

4.3 Lost Certificates. The corporation shall issue a new stock certificate in the place of any certificate previously issued if the holder of record of the certificate (a) makes proof in affidavit form (i.e. Official notarized form with signatures of the President/Chief Executive Officer and Chair of the Board of Directors); only as advised by the Chief Financial Officer, and written consent of the Board of Directors, conclusively, including the President/Chief Executive Officer.

ARTICLE V: ACTIONS WITH RESPECT TO SECURITIES OF OTHER CORPORATIONS

Unless otherwise directed by the Board of Directors, only the President/Chief Executive Officer or a designee of the President/Chief Executive Officer shall have power to vote and otherwise act on behalf of The Mastery Corporation; A Teaching & Training Company, Incorporated.

ARTICLE VI: AMENDMENTS

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted, only by action of the Board of Directors and the Executive Staff with the consent of the Founding Owner(s) and the President/Chief Executive Officer.

ARTICLE VII: CORPORATE SEAL

The Board of Directors shall provide for an official corporate seal that shall be circular in shape with a raised impression of the letter M, to be used properly and appropriately at all times, as applicable.