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MAY 15 2017

Walter P. Drake

**411 Walnut St., #4387
Green Cove Springs, FL
32043**

**Phone: 904-417-5042
email: wpdrake@hotmail.com**

April 10, 2017

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

RE: BLUE MARBLE EDUCATION GROUP INC.

Greetings:

Enclosed please find an **original and 2 copies** of Articles of Incorporation for: Blue Marble Education Group Inc., along with a check in the amount of \$87.50 (Filing fee, Certified Copy, Certificate of Status).

Submitted by:

Walter P. Drake
411 Walnut St., #4387
Green Cove Springs, FL 32043

Phone: 904-417-5042
Email: wpdrake@hotmail.com

Very Truly Yours,


Walter P. Drake

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DEPT. OF STATE
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ENC: Original plus 2 copies, and check

ARTICLES OF INCORPORATION
OF
BLUE MARBLE EDUCATION GROUP INC.

THIS IS TO CERTIFY;

That I, the Incorporator, Walter P. Drake, whose post office address is 411 Walnut St., Suite 4387, Green Cove Springs, FL 32043, being at least eighteen (18) years of age, do under and by virtue of the laws of the State of Florida authorizing the formation of corporations, execute and file these Articles with the intention of forming a corporation.

ARTICLE 1: NAME

The name of the corporation (which is hereinafter called the "Corporation") is:

BLUE MARBLE EDUCATION GROUP INC.

ARTICLE 2: PRINCIPAL OFFICE

The principal place of business, subject to change upon notice to the Division of Corporations is:

411 Walnut St. #4387
Green Cove Springs, FL 32043

ARTICLE 3: PURPOSES

The purposes for which the corporation is formed are as follows:

(1) To engage in all manner of delivery and sale of digital educational content, educational instruction and endeavors including but not limited to the provision and sale and distribution of alternative educational services and degree programs via the internet, distance learning, e-learning, DVD materials, online digital content and the like; to acquire and operate international colleges, universities, and other institutions for awarding undergraduate and graduate degrees and certificates upon the recommendation of the appropriate Faculty designating the completion and mastery of a particular program and subject matter; and to sponsor and operate, through its Faculty and learned professionals, online college and university for standard education and also as alternative education models; to strive for innovation in the delivery and cost of distributed international education, and digital education content; and to conduct research into educational models of alternative education.

(2) To hold all or some shares of stock in foreign educational corporations as well as foreign international business corporations, and to thereby operate such foreign corporations by reason of its majority stock ownership positions.

(3) To carry on and conduct any type of internet related business, as well as any business conducted purely or partially via electronic means.

(4) To conduct its business world wide.

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- (5) To engage in any and all manner of real estate development, including the operation of commercial enterprises such as but not limited to hotels or condominium apartments, which commercial enterprises may be wholly unrelated to its other business purposes.
- (6) To promote, manufacture, and distribute products, engineering and services related to film or video making, animation, movie making and all associated or related activities.
- (7) To manufacture, purchase or otherwise acquire and to hold, own, mortgage or otherwise lien, pledge, lease, sell, assign, exchange, transfer or in any manner dispose of, and to invest, deal and trade in and with goods, wares, merchandise and personal property of any and every class and description.
- (8) To acquire the goodwill, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of the corporation, bonds or otherwise; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.
- (9) To guarantee, purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds or other evidences of indebtedness created by other corporations and, while the holder of such stock, to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.
- (10) To purchase or otherwise acquire, apply for, register, hold, use, sell or in any manner dispose of and to grant licenses or other rights in and in any manner deal with patents, inventions, improvements, processes, formulas, trademarks, trade names, rights and licenses secured under letters patent, copyright or otherwise.
- (11) To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, town, city, county, body politic, state, territory, government, colony or dependency thereof.
- (12) To borrow money for any of the purposes of the corporation and to draw, make, accept, endorse, discount, execute, issue, sell, pledge or otherwise dispose of promissory notes, drafts, bills or exchange, warrants, bonds, debentures and other negotiable or non-negotiable, transferable or non-transferable instruments and evidences of indebtedness, and to secure the payment thereof and the interest thereon by mortgage or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation at the time owned or thereafter acquired.
- (13) To lend money to, or guarantee the obligations of, or to otherwise assist the directors of the corporation or of any other corporation the majority of whose voting capital stock is owned by the corporation, upon the affirmative vote of at least a majority of the outstanding shares entitled to vote for directors.
- (14) To purchase, take, own, hold, deal in, mortgage or otherwise pledge, and to lease, sell, exchange, convey, transfer or in any manner whatever dispose of real property.
- (15) To purchase, hold, sell and transfer the shares of its capital stock as well as the shares of stock of other corporations, domestic or foreign.
- (16) To engage in all forms of e-commerce, Internet applications, web site development, Internet broadcasting, film and video production, acquisition and development of intellectual properties, creation and marketing of content for all media.

(17) To acquire all or substantially all of the outstanding shares of stock of Blue Marble University Ltd, a foreign corporation registered in the Commonwealth of Dominica upon such terms as the Board of Directors deem appropriate in their absolute discretion, and with emphasis in their determination to be made upon the basis of the future advantages of the intellectual property rights being acquired, rather than merely upon the current business valuation of the existing foreign corporation.

(18) To carry on any other businesses which may seem to the corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them, or to facilitate the transaction of its business, or any part thereof, or in the transaction of any business that may be calculated, directly or indirectly, to enhance the value of its property or rights, provided that in the transaction of its business the corporation shall at all times be subject to the laws and statutes of each state or foreign country in which the same may be transacted, or its property may be located. The foregoing statement and purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, not be limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

(19) In addition to the foregoing purposes, objects, and business, the corporation shall, at all times, have and enjoy all of the other rights, privileges, powers and immunities provided under the General Laws of the State of Florida or any future addition thereto or enlargements thereof.

ARTICLE 4: STOCK

The total number of shares of stock which the corporation has authority to issue is Thirty Million (30,000,000) shares, having a par value of (\$.001) per share, all of which shares are of one class and are designated "common capital stock". The aggregate par value of all shares having a par value is Thirty Thousand Dollars (\$30,000.00).

(1) Shares may but need not be represented by certificates. Unless this act or another statute expressly provides otherwise, the rights and obligations of shareholders are identical whether or not their shares are represented by certificates. Shares may be issued as certificated shares, or uncertificated shares noted on an electronic stock ledger, and both types are permitted at the same time.

(2) At a minimum, each share certificate must state on its face:

(a) The name of the issuing corporation and that the corporation is organized under the laws of this state;

(b) The name of the person to whom issued; and (c) The number and class of shares and the designation of the series, if any, the certificate represents.

(3) Each share certificate:

(a) Must be signed (either manually or in facsimile) by an officer or officers designated in the bylaws or designated by the board of directors, and

(b) May bear the corporate seal or its facsimile.

(4) If the person who signed (either manually or in facsimile) a share certificate no longer holds office when the certificate is issued, the certificate is nevertheless valid.

(5) Unless the articles of incorporation or bylaws provide otherwise, the board of directors of a corporation may authorize the issue of some or all of the shares of any or all of its classes or series without certificates. The authorization does not affect shares already represented by certificates until they are surrendered to the corporation.

(6) Within a reasonable time after the issue or transfer of shares without certificates, the corporation shall send the shareholder a written statement of the information required on certificates.

(7) Transfer of Shares: Shares of stock may be transferred on the books of the corporation in any commercially reasonable manner, including the use of electronic records that may be maintained by the Corporation or any stock transfer agent. In the case of actual Certificates, such transfer shall be by the holder thereof in person or by a duly authorized attorney or via any commercially reasonable manner, and the old certificate, duly endorsed, shall be surrendered and cancelled before a new certificate is issued, and/or through duly designated Transfer Agent, upon such conditions or requirements as such Transfer Agent may from time to time require, and which conditions and requirements of such designated Transfer Agent supercede and control any inconsistent parts of these Articles of Incorporation. Shares may also be transferred in connection with any Direct Registration System that the Company may implement from time to time.

(8) Electronic, digital, and uncertificated shares may exist at the same time, and is it not necessary for the Company to require that any previously issued paper stock certificates be exchanged when implementing a new system of share issuance, registration, or transfer.

(9) The stockholders shall have no pre-emptive rights with respect to the stock of the corporation, and the corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock.

(10) Any stock of the corporation may be issued for money, property, services rendered, labor done, cash advances for the corporation, or for any other assets of value in accordance with the action of the Board of Directors, whose judgment as to value received in return therefor shall be conclusive and said stock when issued shall be fully paid and nonassessable.

(11) Cumulative voting shall not be allowed.

(12) Special Meetings of stockholders may only be held, called, or requested upon request of stockholders owning a minimum of 50% of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting. Likewise, action by shareholders without a Meeting may be taken by or upon request of stockholders owning a minimum of 50% of all the votes entitled to be cast on any issue proposed to be considered.

ARTICLE 5: DIRECTORS

The corporation shall have not less than three (3) nor more than nine (9) directors, which numbers may be changed in any lawful manner as the By-Laws may from time to time provide, provided that;

(1) If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of shareholders.

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Walter P. Drake, whose street address is 411 Walnut St., Suite 4387, Green Cove Springs, FL 32043 shall act as director and sole Officer of the corporation until the first annual meeting or until his successors are duly chosen and qualified, at the organizational meeting or otherwise.

(3) In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to do the following:

(a) Authorize the issuance, from time to time, of shares of its stock with or without par value of any class, and securities converted into shares of its stock with or without par value of any class, for such amount of the aforesaid consideration, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the corporation.

(b) To fix and determine and to vary the amount of working capital of the corporation to determine whether any, and, if any, what part of the surplus of the net profits of the corporation arising from its business shall be declared in dividends and paid to the stockholders, and to direct and determine the use and disposition of any such surplus or net profits in purchasing or acquiring any of the shares of the stock of the corporation or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(c) Subject to any limitation or restriction herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption and the conversion rights of such shares.

(d) To declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes, and to declare stock splits and reverse splits; and shall have authority to exercise, without a vote of stockholders, all powers of the corporation, whether conferred by Law or by these Articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of all other corporations or unincorporated business entities whether domestic or foreign, including those corporations organized or registered in a foreign country.

(e) To adopt and carry into effect employee and officers pension, hospitalization, and other benefit plans.

(f) To manage and govern the corporation by majority vote of members present at any regular or special meeting at which a quorum shall be present.

(g) To make, alter, or amend the By-Laws of the corporation at any regular or special meeting.

(h) To fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

(i) To designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation. Such committee or committees shall have such name or names as may be stated in the By-Laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

(j) The Board of Directors shall have power and authority to sell, lease, exchange or otherwise dispose of all or substantially all of the property and assets of the corporation, if in the

usual and regular course of its business, upon such terms and conditions as the Board of Directors may determine without vote or consent of the shareholders.

(k) The Board of Directors shall have power and authority to sell, lease, exchange or otherwise dispose of all or substantially all the property or assets of the corporation, including its good will, if not in the usual and regular course of its business, upon such terms and conditions as the Board of Directors may determine, provided that such sale shall be authorized or ratified by the affirmative vote of the shareholders of at least a majority of the shares entitled to vote thereon at a shareholders meeting called for that purpose, or when authorized or ratified by the written consent of all the shareholders of the shares entitled to vote thereon.

(l) The Board of Directors shall have power and authority to merge or consolidate the corporation upon such terms and conditions as the Board of Directors may authorize, provided that such merger or consolidation is approved or ratified by the affirmative vote of the shareholders of at least a majority of the shares entitled to vote thereon at a shareholders meeting called for that purpose, or when authorized or ratified by the written consent of all the shareholders of the shares entitled to vote thereon.

(m) The Board of Directors may, from time to time, distribute to its stockholders, without the approval of the stockholders, in partial liquidation, out of stated capital or capital surplus of the corporation, a portion of its assets.

ARTICLE 6: CORPORATION SEAL

It is not necessary for the Corporation to use a Seal for any contracts or documents or any other writing. All such contracts, documents, and writings of every nature and kind, are valid and enforceable if executed by one or more Officers of the Corporation (or where appropriate, one or more Directors), and the affixing of an official Seal is not required or necessary to the validity of any such contract, document, or writing. In addition, contracts, documents, and writings may be signed electronically and delivered in electronic or digital form as may be customary and/or commercially reasonable from time to time.

ARTICLE 7: SPECIAL PROVISION FOR MEETINGS AND VOTING

To the fullest extent as may be permitted by law, it is not necessary for any meeting of Stockholders, Directors, or Officers to be held in person. Any and all meetings may be conducted remotely, via email, or via any other commercially reasonable method, and it is authorized that any voting may occur and/or votes be submitted via email, telephonically, or otherwise. Meetings and voting may also occur asynchronously (meaning not on the same day nor at the same time). If signatures may be required to evidence any vote or action or meeting, they likewise may be executed and issued electronically and/or digitally. In addition, any desired or required action to be taken or that should be taken by either the stockholders or Directors, may be by written consent without a meeting. The presence of any person at any meeting, including for voting purposes, is satisfied by the presence of any agent of that person connected with or communicating with the person by mobile phone or otherwise.

ARTICLE 8: SPECIAL PROVISION FOR NOTICES

Pursuant to the Florida Business Corporations Act (as may be amended from time to time), as to each and every kind of Notice that may be required from time to time such as Notices to stockholders, Directors, or Officers, oral notice is expressly authorized as a substitution for written notice. Any Notice normally required to be in writing, may be communicated orally, in person, by electronic transmission via email or otherwise, may be communicated telephonically, may be communicated in person, may be communicated by voice mail, by regular mail, or by any

commercially reasonable means. It is not necessary that the method or manner of Notice be the same for all parties.

ARTICLE 9: SPECIAL QUORUM PROVISION

The Quorum required for voting on any matter by stockholders or Directors is fixed at 33.3% (one-third) of those entitled to cast votes on the matter.

ARTICLE 10: CONTRACTS AND TRANSACTIONS WITH DIRECTORS AND OFFICERS

No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors or officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers, of, such other corporation. Any directors or officers, individually, or any firm of which any director or officer may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he was not such a director or officer of such other corporation or not so interested.

ARTICLE 11: INDEMNIFICATION

The corporation shall indemnify any if its directors, officers, attorneys, and employees, (or former directors, officers, attorneys and employees) against expenses actually and necessarily incurred by them in connection with the defense of any legal action or legal proceeding in which they are made a party which flow from or are connected with the activities of the company to the fullest extent permitted under the law.

ARTICLE 12: DURATION

The duration of the corporation shall be perpetual.

ARTICLE 13: NAME AND ADDRESS OF REGISTERED AGENT

The name and address of the initial Registered Agent is:

Walter P. Drake
411 Walnut Street, #4387
Green Cove Springs, FL 32043

I, the undersigned accept appointment as Registered Agent for the corporation:

Walter P. Drake
Walter P. Drake, Registered Agent

April 10, 2017
Date

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ARTICLE 14: INCORPORATOR

The name and address of the Incorporator is:

Walter P. Drake
411 Walnut Street, #4387
Green Cove Springs, FL 32043

WHEREFORE, these Articles of Incorporation are executed for the purpose hereinabove contained.

Walter P. Drake
Walter P. Drake, Incorporator

April 10, 2017
Date

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