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CORPORATION SERVICE COMPANY 1201 Hays Street Tallhassee, FL 32301 Phone: 850-558-1500

ACCOUNT NO. : I2000000195		
REFERENCE: 700680 4320913		
AUTHORIZATION :		
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ORDER DATE: March 27, 2019		
ORDER TIME : 1:10 PM		
ORDER NO. : 700680-005		
CUSTOMER NO: 4320913		
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NAME: ENGLISH FIRST TEACHER SERVICES, INC.		
EFFECTIVE DATE:		
XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION		
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:		
CERTIFIED COPY  XX PLAIN STAMPED COPY  CERTIFICATE OF GOOD STANDING		

EXAMINER'S INITIALS:

#### ARTICLES OF INCORPORATION

**OF** 

# ENGLISH FIRST TEACHER SERVICES, INC.

The undersigned, acting as incorporator of a business corporation under the Florida Business Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation for such business corporation.

#### **ARTICLE I - CORPORATE NAME**

The name of the Corporation shall be: **English First Teacher Services, Inc.** (the "Corporation").

# **ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation shall be:

Two Education Circle

Cambridge, Massachusetts 02141

# **ARTICLE III - CAPITAL STOCK**

The aggregate number of shares of capital stock that the Corporation shall have authority to issue is One Hundred (100) shares, having no par value and designated as common stock.

#### **ARTICLE IV - INCORPORATOR**

The name of the incorporator executing these Articles of Incorporation is Patrick Healy, Esq., whose address is c/o McDermott Will & Emery, LLP, 28 State Street, Boston, Massachusetts 02109.

#### **ARTICLE V - NATURE OF BUSINESS**

The general nature of the business to be transacted by the Corporation is to conduct any and all lawful activities or business permitted under the laws of the United States of America and the State of Florida (and in particular, without limitation, Chapter 607 of the Florida Statutes).

#### <u>ARTICLE VI – DURATION</u>

The duration of the Corporation's existence shall be perpetual.

# **ARTICLE VII - INITIAL DIRECTORS**

The Corporation's initial directors to serve until their successors have been duly elected and qualified shall be:

Rosa Gyllenhaal Jens Appelkvist

#### **ARTICLE VIII - INITIAL OFFICERS**

The Corporation's initial officers in the capacity set forth opposite their respective names to hold office until their successors have been duly elected and qualified shall be:

Mark Hilditch	President
Mark Hilditch	Treasurer
Mark Hilditch	Secretary

## <u> ARTICLE IX - BYLAWS</u>

The Board of Directors of the Corporation shall have the power and authority to adopt, amend, and alter the Bylaws of the Corporation.

#### ARTICLE X - AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended pursuant to the terms of the Bylaws of the Corporation.

# <u>ARTICLE XI – INDEMNIFICATION</u>

The Corporation shall indemnify its officers and directors, or any former officers or directors of the Corporation, to the full extent permitted by applicable law.

# ARTICLE XII - INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial registered agent and registered office in the State of the shall be:

Corporation Service Company 1201 Hays Street Tallahassee, FL 32301

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity as of this 27th day of March, 2019.

Corporation Service Company

Registered Age

Emily Croft
Asst. Vice President

- 2 -

**IN WITNESS WHEREOF**, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of this 27th day of March, 2019.

Patrick Healy, Incorporator

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