

P94000021354

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
LEARNSOMETHING, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
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June 3, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LEARNSOMETHING, INC.
2457 CARE DRIVE
TALLAHASSEE, FL 32308

SUBJECT: LEARNSOMETHING, INC.
REF: P94000021354

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
 DIVISION OF CORPORATIONS
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**FOURTH AMENDED AND RESTATED
 ARTICLES OF INCORPORATION
 OF
 LEARNSOMETHING, INC.**

LearnSomething, Inc. (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act (the "Act"), does hereby certify as follows:

- (a) The Corporation was originally incorporated under the name *F.M. Video Solutions, Inc.* The original articles of incorporation of the Corporation were filed with the office of the Secretary of State of the State of Florida on March 18, 1994; said articles of incorporation were subsequently amended numerous times, as well as amended and restated three (3) times; name changes included *Illuminative Multimedia, Inc.*—effective January 15, 1996, *Illuminative.com, Inc.*—effective May 7, 1999, and *LearnSomething.com, Inc.*—effective February 9, 2000;
- (b) These Fourth Amended and Restated Articles of Incorporation were duly adopted on May 31, 2013 by the Board of Directors of the Corporation and approved by the Sole Shareholder of the Corporation in accordance with the provisions of Sections 607.1003 and 607.1007 of the Act; and
- (c) The text of the Articles of Incorporation is hereby amended and restated in its entirety as follows:

ARTICLE I.

The name of the Corporation is **LearnSomething, Inc.**

ARTICLE II.

The current principal place of business of the Corporation is 2457 Care Drive, Tallahassee, Florida 32308. The address of the current registered office in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301. The name of the current registered agent at such address is Corporation Service Corporation. The mailing address of the registered office of the Corporation is the same as its street address.

ARTICLE III.

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Act, as the same exists or as may hereinafter be amended from time to time.

ARTICLE IV.

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of Common Stock having a par value of \$0.01 per share.

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ARTICLE V.

The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The names and addresses of the current Directors are:

J. Michael Peffer
2828 N. Haskell Avenue
Building 1, 9th Floor
Dallas, Texas 75204

John A. London
2828 N. Haskell Avenue
Building 1, 10th Floor
Dallas, Texas 75204

ARTICLE VI.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter, amend or repeal the bylaws of the Corporation.

ARTICLE VII.

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

ARTICLE VIII.

To the fullest extent permitted by the Act, as the same exists or as may hereafter be amended from time to time, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended.

The Corporation shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**") by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The

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Corporation shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board of Directors.

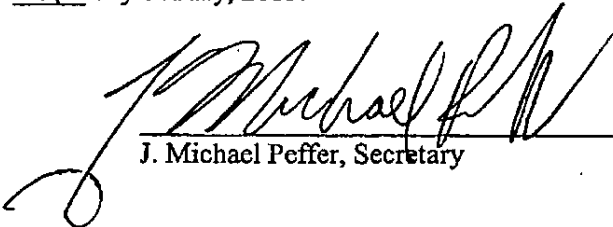
The Corporation shall have the power to indemnify, to the extent permitted by the Act, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of these Amended and Restated Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE IX.

Except as provided in Article VIII above, the Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, the undersigned Secretary of the Corporation, have signed these Fourth Amended and Restated Articles of Incorporation on the 31ST day of May, 2013.



J. Michael Peffer, Secretary

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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.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That LEARNSOMETHING, INC. desiring to change its registered office, as indicated in the Articles of Incorporation, to 1201 Hays Street, Tallahassee, State of Florida, has named Corporation Service Company, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and that it is familiar with, and accepts, the obligations of that position.

Signed and dated this May 31, 2013.

Corporation Service Company

By: *Tracy Manganelli*
Name: Tracy Manganelli
Title: Assistant VP