

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

CSC networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

P95000005798

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95 JAN 23 PM 1:31

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 528744 5312A

AUTHORIZATION : *Patricia Pzyts*

COST LIMIT : 9 78.75

ORDER DATE : January 23, 1995

ORDER TIME : 11:48 AM

ORDER NO. : 528744

CUSTOMER NO: 5312A

400001387044

CUSTOMER: Randolph J. Wolfe, Esq
ANNIS MITCHELL COCKEY
EDWARDS & ROEHN, P.A.
201 North Franklin
Suite 2100
Tampa, FL 33602

DOMESTIC FILING

NAME: SCHILLER INTERNATIONAL
UNIVERSITY - UNIVERSITY
DIVISION - LONDON BRANCH, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: _____

FILED
1995 JAN 23 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOB 1/23/95 P95-5798

**ARTICLES OF INCORPORATION
OF
SCHILLER INTERNATIONAL UNIVERSITY - UNIVERSITY
DIVISION - LONDON BRANCH, INC.**

FILED
JUN 23 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation (the "Corporation") under the laws of the State of Florida (Florida Statutes Chapter 607) as follows:

**ARTICLE I
Name and Address**

The name of the Corporation is: SCHILLER INTERNATIONAL UNIVERSITY - UNIVERSITY DIVISION - LONDON BRANCH, INC. The mailing and street address of the Corporation is: 453 Edgewater Drive, Dunedin, Florida 34678.

**ARTICLE II
Term of Existence**

The Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

**ARTICLE III
Purpose**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
Powers**

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter Bylaws, not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its Directors, officers, and employees and for any or all of the Directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its Directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V
Limitations on Actions

No part of the net income, net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its shareholders, Directors, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments for expenses reasonably incurred in the conduct of the Corporation's business.

ARTICLE VI
Capital Stock

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated Common Shares.

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 201 N. Franklin Street, Suite 2100, Tampa, Florida 33602, and the name of its initial registered agent at such address is Randolph J. Wolfe.

ARTICLE VIII
Initial Board of Directors

This Corporation shall have eight (8) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Christoph Leibrecht	51-55 Waterloo Road London SE1 8TX Great Britain
Wolf-Fritz Öttler	Apartado Postal 20-187 Mexico 20 DF Mexico CPO 1000

Dr. Sven Johanson	15 Court Square Boston, MA 02108
Prof. Dr. Peter L. Lehmann	2740 Hampton Parkway Evanston, IL 60201
Irmtraud August	Waidmannstrasse 32 75334 Straubenhardt-Schwann Germany
Harald Leibrecht	Im Schloß 74379 Ingersheim Germany
Prof. Dr. Walter Leibrecht	Im Schloß 74379 Ingersheim Germany
Dr. Erdmuthe Tillich-Farris	540 West 122 Street New York, NY 10027

ARTICLE IX
Incorporator

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Randolph J. Wolfe	201 N. Franklin Street Suite 2100 Tampa, Florida 33602

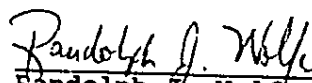
ARTICLE X
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders of this Corporation.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 19th day of January, 1995.



Randolph J. Wolfe

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Randolph J. Wolfe
Randolph J. Wolfe

Dated: January 19, 1995

3403-005-246067

FILED
1995 JAN 23 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION
FOR
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

95 OCT -1 AM 11:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



500001963115
-10/02/96--01066--026
****375.00 ****375.00

DOCUMENT # **P95000005798**

1 Corporation Name

**SCHILLER INTERNATIONAL UNIVERSITY - UNIVERSITY
DIVISION - LONDON BRANCH, INC.**

Principal Place of Business

Mailing Address

453 EDGEWATER DR.
DUNEDIN FL 34698

453 EDGEWATER DR.
DUNEDIN FL 34698

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2. New Principal Office Address, if Applicable

3. New Mailing Office Address, if Applicable

4. Date Incorporated or Qualified
To Do Business in Florida

01/23/1995

Suite, Apt. #, etc

Suite, Apt. #, etc.

5 FEI Number

22-2506969

Applied For

Not Applicable

City & State

City & State

6.

CERTIFICATE OF STATUS DESIRED

SR/TS Application Fee

7 Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1 Title(s)	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4 City / State / Zip
D	LEIBRECHT, CHRISTOPH	51-55 WATERLOO RD.	LONDON, GREAT BRITAIN 500001963115 10/02/96 01066 027
D	OTTLE, WOLF-FRITZ	APARTADO POSTAL 20-187	MEXICO, MEXICO 75 *****8.75
D	JOHANSON, SVEN DR.	15 COURT SQUARE	BOSTON MA 02108
D	LEHMANN, PETER L PROF.	2740 HAMPTON PARKWAY	EVANSON IL 60201
D	AUGUST, IRMTRAUD	WAIMANNSTRASSE 32, 75334 STRAUB	GERMANY
D	LEIBRECHT, HARALD	IM SCHLOß, 74379 INGERSHEIM	GERMANY

8. Name and Address of Current Registered Agent

9. Name and Address of New Registered Agent

WOLFE, RANDOLPH J
201 N. FRANKLIN ST.
SUITE 2100
TAMPA FL 33602

Name

Street Address (P.O. Box, etc.)

City

State Zip Code

FL

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of
Registered Agent

Randolph J. Wolfe
REGISTERED AGENT MUST SIGN

Date

9/27/94

11. Does this corporation pay any intangible tax to the
Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☐ No ☒

(See other side for information
on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

Sandra B. Mortham
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

(813) 736-5082
Daytime Phone #