

P95000043269

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)

RECEIVED
95 JUN -6 AM 10:26
DIVISION OF CORPORATION

OFFICE USE ONLY

100001506201
-06/06/95--01028--024
****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. LLC Licensing, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

1:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED
95 JUN -6 PM 12:28
TALLAHASSEE FL GAIDP

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

5/6/6

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
LLL LICENSING, INC.**

The undersigned, acting as incorporator of LLL LICENSING, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

LLL Licensing, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

6710 86th Avenue
Pinellas Park, FL 34666-4502

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on the date of filing of these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares the corporation is authorized to issue is 100,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 6710 86th Avenue, Pinellas Park, Florida 34666-4502 as the street address of the initial registered office of the corporation and names Mack R. Hicks, Ph.D. the corporation's initial registered agent at that address to accept service of process within this state.

FILED
95 JUN -6 PM 1:20
STATE OF FLORIDA
TALLAHASSEE

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation has one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The name of the initial director is Mack R. Hicks, Ph.D.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

Name

Address

Donald W. Wallis

50 N. Laura Street, Suite 3900
Jacksonville, Florida 32202

ARTICLE VIII. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on May 31, 1995.

Donald W. Wallis

Donald W. Wallis
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

Dated: May 29, 1995

Mack R. Hicks, Ph.D.

Mack R. Hicks, Ph.D.
Registered Agent

FILED
95 JUN -5 PM 1:10
TALLAHASSEE, FLA.

P950000432 69



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

LINCOLN LEARNING LABS LICENSING, INC., a Florida corporation,
P94000014705

INTO

LLL LICENSING, INC., a Florida corporation, P95000043269

File date: November 7, 1995

Corporate Specialist: Darlene Connell

P95000043269

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)

OFFICE USE ONLY

10/31/95 10:00 015
****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Lincoln Learning Labs Licensing Inc.
(Corporation Name) (Document #)
2. Int'l LLL Licensing Inc.
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 3:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED
55 NOV -7 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	AMENDMENTS
<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Resignation of R.A., Officer/Director
<input type="checkbox"/> Limited Liability	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Domestication	<input type="checkbox"/> Dissolution/Withdrawal
<input type="checkbox"/> Other	<input checked="" type="checkbox"/> Merger

OTHER FILINGS	REGISTRATION/ QUALIFICATION
<input type="checkbox"/> Annual Report	<input type="checkbox"/> Foreign
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Name Reservation	<input type="checkbox"/> Reinstatement
	<input type="checkbox"/> Trademark
	<input type="checkbox"/> Other

merger
11/8/95
DC
Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

October 31, 1995

TODD A. STERZOY
HOLLAND AND KNIGHT

SUBJECT: LLL LICENSING, INC.
Ref. Number: P95000043269

We have received your document for LLL LICENSING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

PLEASE COMPLETE THE DATES ON PAGE 3 ARTICLE II.

THE TERMS AND CONDITIONS WITHIN THE MERGER MUST BE CLARIFIED. PLEASE STATE WHETHER THE SURVIVOR WILL CHANGE ITS NAME AND WILL NOW HAVE ALL THE OFFICERS/DIRECTORS, PURPOSE, REGISTERED AGENT, ETC. OF THE MERGING CORPORATION. IF THIS IS THE CASE, PLEASE ATTACH AN EXHIBIT WITH A COPY OF THE ARTICLES THAT WILL AT THE TIME OF THE EFFECTIVE DATE OF THE MERGER BE THE ARTICLES OF INCORPORATION FOR THE SURVIVING CORPORATION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 195A00048769

HOLLAND & KNIGHT
WALK IN
PICK UP AT 4:00
4:00

ARTICLES, PLAN AND AGREEMENT OF MERGER
OF
LINCOLN LEARNING LABS LICENSING, INC.
WITH AND INTO
LLL LICENSING, INC.

FILED
55 NOV -7 PM 4:22
TALLAHASSEE

Articles, Plan and Agreement of Merger between **LINCOLN LEARNING LABS LICENSING, INC.**, a Florida corporation, and **LLL LICENSING, INC.**, a Florida corporation.

WHEREAS, the undersigned corporations desire to adopt these Articles, Plan and Agreement of Merger and to consummate the merger (the "Merger") as a tax-free corporate reorganization as defined in Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, the undersigned corporations, in accordance with Section 607.1101, Florida Statutes, and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and in consideration of the premises and the mutual agreements, provisions and covenants herein contained, hereby adopt and agree as follows:

ARTICLE I. The Plan of Merger is as follows:

1.1 The parties to these Articles, Plan and Agreement of Merger are Lincoln Learning Labs Licensing, Inc. (the "Terminating Corporation"), a Florida corporation, and LLL Licensing, Inc. (the "Surviving Corporation"), a Florida corporation. The Terminating Corporation shall be merged with and into the Surviving Corporation, to exist under and be governed by the laws of the State of Florida.

1.2 The total number of shares of stock of all classes which the parties hereto have authority to issue is as follows:

<u>Corporation</u>	<u>Class of Stock</u>	<u>Number of Shares Authorized</u>
Terminating Corporation	Common (\$0.01 par value)	100,000
Surviving Corporation	Common (\$0.01 par value)	100,000

1.3 The number of shares outstanding of the parties is as follows:

<u>Corporation</u>	<u>Class of Stock</u>	<u>Number of Shares Outstanding</u>
Terminating Corporation	Common (\$0.01 par value)	99,000
Surviving Corporation	Common (\$0.01 par value)	99,000

1.4 The manner and basis of converting the shares of the Terminating Corporation into shares of the Surviving Corporation is as follows: Each one share of the Terminating Corporation common stock which shall be issued and outstanding immediately before the effective date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the effective date into one fully paid share of the Surviving Corporation, and outstanding certificates representing shares of the Terminating Corporation common stock shall thereafter represent shares of the Surviving Corporation common stock. Such certificates may, but need not be, exchanged by the holders thereof after the Merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

1.5 The Articles of Incorporation of the Surviving Corporation, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

1.6 The Bylaws of the Surviving Corporation, as such Bylaws exist on the effective date of the Merger, shall remain the Bylaws of the Surviving Corporation until altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

1.7 From and after the effective date of the Merger, the officers and directors of the Surviving Corporation shall be the same as the officers and directors of the Surviving Corporation prior to the Merger. Officers and directors of the Surviving Corporation shall hold office subject to provisions of applicable law.

1.8 The taxpayer identification number of the Surviving Corporation shall be the taxpayer identification number for the Surviving Corporation.

1.9 On the effective date of the Merger, the separate existence of the Terminating Corporation, for all State law purposes, but not for federal income tax purposes, shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the Surviving Corporation, without further act or deed. Confirmatory deeds, assignments or other like instruments, shall not generally be necessary, but when deemed desirable by the Surviving Corporation to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of the Terminating Corporation by the last acting officers thereof, or by the corresponding officers of the Surviving Corporation.

1.10 The shareholders of the Terminating Corporation do not dissent from the Merger and therefore are not entitled to the fair value of their shares under the dissenters' rights provisions of Section 607.1320, Florida Statutes.

1.11 From and after the effective date of the Merger, the Surviving Corporation hereby designates the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Terminating Corporation.

1.12 From and after the effective date of the Merger, the Surviving Corporation hereby agrees to promptly pay to the dissenting shareholders, if any, of the Terminating Corporation the amount to which they are entitled under Section 607.1302, Florida Statutes.

ARTICLE II. These Articles, Plan and Agreement of Merger were duly adopted and approved by a unanimous written consent in lieu of a special meeting of the board of directors of the Terminating Corporation pursuant to Section 607.0821, Florida Statutes, and dated October 30, 1995, and by a unanimous written consent in lieu of a special meeting of the shareholders of the Terminating Corporation pursuant to Section 607.0704, Florida Statutes, and dated October 30, 1995. These Articles, Plan and Agreement of Merger were also duly adopted and approved by a unanimous written consent in lieu of a special meeting of the board of directors of the Surviving Corporation pursuant to Section 607.0821, Florida Statutes, and dated October 30, 1995, and by a written consent in lieu of a special meeting of the shareholders of the Surviving Corporation pursuant to Section 607.0704, Florida Statutes, and dated October 30, 1995.

ARTICLE III. The effective date of the Merger shall be the 30th day of October, 1995.

IN WITNESS WHEREOF, the parties hereto have executed these Articles, Plan and Agreement of Merger this 30th day of October, 1995.

TERMINATING CORPORATION:

ATTEST:

LINCOLN LEARNING LABS LICENSING,
INC., a Florida corporation

Mack R. Hicks, Ph.D.
Secretary

By: Mack R. Hicks, Ph.D.
Mack R. Hicks, Ph.D., President

SURVIVING CORPORATION:

ATTEST:

LLL LICENSING, INC., a Florida corporation

Mack R. Hicks, Ph.D.
Secretary

By: Mack R. Hicks, Ph.D.
Mack R. Hicks, Ph.D., President